**NEW M&I CORP** Form 4 November 14, 2007

### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB 3235-0287 Number:

**OMB APPROVAL** 

2005

January 31, Expires:

Estimated average burden hours per response... 0.5

if no longer subject to Section 16. Form 4 or Form 5

Check this box

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1(b).

(Last)

1. Name and Address of Reporting Person \* **CHAIT JON F** 

(First)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

770 N. WATER ST.

(Middle)

NEW M&I CORP [MI] 3. Date of Earliest Transaction

(Month/Day/Year)

11/01/2007

X\_ Director 10% Owner Other (specify Officer (give title

(Check all applicable)

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

below)

MILWAUKEE, WI 53202

(City) (State) (Zip) 1.Title of

(Month/Day/Year)

2. Transaction Date 2A. Deemed 4. Securities Execution Date, if TransactionAcquired (A) or Code Disposed of (D) (Month/Day/Year) (Instr. 8)

(Instr. 3, 4 and 5)

5. Amount of Securities Ownership Beneficially Form: Owned Direct (D) Following or Indirect

7. Nature of Indirect Beneficial Ownership (Instr. 4)

(A) or Code V Amount (D) Price

Reported Transaction(s) (Instr. 4) (Instr. 3 and 4)

> Deferred I Compensation

> > Plan

Common Stock

Security

(Instr. 3)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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37,778.48

**SEC 1474** (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactio Code (Instr. 8)	5. Number of or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exerc Expiration D (Month/Day/	ate	7. Title and A Underlying S (Instr. 3 and	Securities	{ } { } { } { } { } { } { } { } { } { }
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (Right to Buy)	\$ 21.5598	11/01/2007		A	20,064	<u>(1)</u>	04/28/2008	Common Stock	20,064	
Stock Option (Right to Buy)	\$ 18.8791	11/01/2007		A	10,023	(2)	04/24/2011	Common Stock	10,023	
Stock Option (Right to Buy)	\$ 27.6863	11/01/2007		A	10,023	(3)	04/27/2014	Common Stock	10,023	
Stock Option (Right to Buy)	\$ 35.5133	11/01/2007		A	6,682	<u>(4)</u>	04/24/2017	Common Stock	6,682	

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
CHAIT JON F 770 N. WATER ST. MILWAUKEE, WI 53202	X						

### **Signatures**

/s/ Jodi W. Rosenthal, as attorney-in-fact

11/14/2007

\*\*Signature of Reporting Person Date

## **Explanation of Responses:**

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Immediately exercisable upon original grant date of 04/28/1998.
- (2) Immediately exercisable upon original grant date of 04/24/2001.

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- (3) Immediately exercisable upon original grant date of 04/27/2004.
- (4) Immediately exercisable upon original grant date of 04/24/2007.
  - This option was acquired pursuant to a series of transactions under an Investment Agreement, dated as of April 3, 2007, among the entity formerly known as Marshall & Ilsley Corporation (?Old Marshall & Ilsley?), certain of its subsidiaries and WPM, L.P. (the ?Investment Agreement?). Pursuant to the Investment Agreement, on November 1, 2007, Old Marshall & Ilsley merged with one of its subsidiaries to effect the formation of a holding company to hold all of the outstanding stock of Old Marshall & Ilsley (the ?Holding Company Merger?). Immediately following the Holding Company Merger, shares of Issuer common stock were distributed to the former Old Marshall & Ilsley shareholders. Each option to purchase Old Marshall & Ilsley common stock was converted to an option to purchase a number of
- (5) shares of common stock of the Issuer equal to the number of shares subject to the Old Marshall & Ilsley option multiplied by a ratio, the numerator of which was the closing price per share Old Marshall & Ilsley common stock on the date immediately prior to the share distribution (the ?Pre-distribution Stock Price?) and the denominator of which was the average closing price per share of Issuer common stock over the sixth through tenth business days following the date of the share distribution (the ?Post-distribution Stock Price?). The adjusted exercise price of each converted option is equal to the exercise price per share of Old Marshall & Ilsley common stock subject to such option immediately prior to the share distribution divided by the quotient obtained by dividing the Pre-distribution Stock Price by the Post-distribution Stock Price.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.