NEW M&I CORP Form 4 November 14, 2007

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

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

may continue. See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * LYALL KATHARINE C			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
			NEW M&I CORP [MI]	(Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	` 		
			(Month/Day/Year)	X Director 10% Owner		
770 N. WAT	TER ST.		11/01/2007	Delow) Officer (give title below) Other (specification)		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person		

MILWAUKEE, WI 53202

(State)

(City)

_				Person		
	(Zip) Tak	ole I - Non	-Derivative Securitie	es Acquired, Dispos	sed of, or Ben	eficially Owned
ate	2A. Deemed	3.	4. Securities	5. Amount of	6.	7. Nature of
ır)	Execution Date, if	Transacti	onAcquired (A) or	Securities	Ownership	Indirect Beneficial
		C- 1-	D:1-f(D)	D C' - : - 11	E	O

1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities	5. Amount of	6.	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	onAcquired (A) or	Securities	Ownership	Indirect Beneficial
(Instr. 3)		any	Code	Disposed of (D)	Beneficially	Form:	Ownership
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)	Owned	Direct (D)	(Instr. 4)
					Following	or Indirect	
				(4)	Reported	(I)	
				(A)	Transaction(s)	(Instr. 4)	
			Code V	or Amount (D) Price	(Instr. 3 and 4)		

Common	2,000	D
Stock	2,000	D

Common Stock	3,550	I	By Deferred Compensation Plan
Stock			Plan

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

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

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. Transaction Code (Instr. 8)	5. Number of or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 18.8707	11/01/2007		A	20,046	<u>(1)</u>	04/25/2010	Common Stock	20,046
Stock Option (Right to Buy)	\$ 21.9021	11/01/2007		A	20,046	(2)	04/22/2013	Common Stock	20,046
Stock Option (Right to Buy)	\$ 32.8644	11/01/2007		A	20,046	(3)	04/25/2016	Common Stock	20,046

Reporting Owners

Reporting Owner Name / Address	Relationships						
FB	Director	10% Owner	Officer	Other			
LYALL KATHARINE C 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 04/25/2000.
- (2) Immediately exercisable upon original grant date of 04/22/2003.
- (3) Immediately exercisable upon original grant date of 04/25/2006.

(4)

Reporting Owners 2

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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 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.