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Daniels Jol	hn W Jr											
Form 4	2000											
March 05,											PPROVAL	
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								MMISSION	OMB	3235-0287		
Check	W	ashingtoi	n, D.C.	20549	9			Number:	January 31,			
if no lo subject Sectior Form 4	to SIAIE 116.	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES								Expires: Estimated a burden hou response	2005 average	
Form 5 obligat may co <i>See</i> Ins 1(b).	ions Section 17	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										
(Print or Type	e Responses)											
1. Name and Address of Reporting Person <u>*</u> Daniels John W Jr			8						5. Relationship of Reporting Person(s) to Issuer			
			[MI]						(Check all applicable)			
(Last) (First) (Middle) 770 N. WATER ST.			(Month/Dav/Year) —					_	_X_ Director10% Owner Officer (give titleOther (specify below) below)			
(Street)			4. If Amendment, Date Original6.Filed(Month/Day/Year)A					А	 Individual or Joint/Group Filing(Check Applicable Line) X_ Form filed by One Reporting Person 			
MILWAU	KEE, WI 53202							_	Form filed by Mo erson			
(City)	(State)	(Zip)	Та	ble I - Non	-Derivati	ve Seci	uriti	ies Acqui	red, Disposed of,	or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deeme Execution I any (Month/Da	Date, if	3. Transactic Code (Instr. 8)		d of (D) 4 and : ()	red (A) or	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code V	Amou		(D)	Price	(Instr. 3 and 4)		Deferred	
Common Stock	03/04/2008			А	322.64	41 A	4	\$ 21.954	5,325.0769	Ι	Compensation Plan	
Common Stock (1)									519	D		

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. Transacti Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Amou Unde Secur	le and int of rlying ities . 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
Daniels John W Jr 770 N. WATER ST. MILWAUKEE, WI 53202	Х							
Signatures								
/s/ Jodi W. Rosenthal, as attorney-in-fact		03/05/2	2008					
**Signature of Reporting Person		Dat	e					
Evolution of Responses:								

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).

Reflects the acquisition of shares of common stock of the Issuer 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 M&I") (which was subsequently converted to a limited liability company and renamed M&I LLC and is a subsidiary of the Issuer), certain of its subsidiaries and WPM,

(1) L.P. (the "Investment Agreement"). Pursuant to the Investment Agreement, on November 1, 2007, Old M&I merged with one of its subsidiaries to effect the formation of a holding company to hold all of the outstanding stock of Old M&I (the "Holding Company Merger"). As a result of the completion of the transactions contemplated by the Investment Agreement, each holder of Old M&I common stock as of the effective time of the Holding Company Merger received three shares of common stock of the Issuer (which was subsequently renamed Marshall & Ilsley Corporation) and one share of common stock of Metavante

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.