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subject to STATEMENT OF CHARGES IN BENEFICIAL OWNERSHIT OF Estimated average burden hours per)287				
(Print or Type	Responses)													
1. Name and BAUR AN	2. Issuer Name and Ticker or Trading Symbol MARSHALL & ILSLEY CORP [MI]						5. Relationship of Reporting Person(s) to Issuer (Check all applicable)							
('Day/Yea	ransaction		X_ Director 10% Owner Officer (give title Other (specify below) below)							
(Street) 4. If				2008 nendment onth/Day/	ate Origin r)	al		 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 						
Person								orung						
(City)	(State)	(Zip)	Ta	ble I - No	on-]	Derivativ	e Seci	irities A	Acquired, Dispose	ed of,	or Bene	ficially	Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deem Execution any (Month/Da	Date, if	4. Securi nAcquired Disposed (Instr. 3, Amount	l (A) c l of (D))	BeneficiallyForrOwnedDireFollowingor IrReported(I)		nership n: ect (D) ndirect tr. 4)		-	ïcial		
Common Stock	12/01/2008			G	V	9,500	D	\$0	106,259	Ι		By I Trus	Living t	
Common Stock									3,432.1859	Ι			Deferred ipensati	
Common Stock									48,017.1828	Ι		By F Prog	Retirem ram	ent

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02) required to respond unless the form

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displays a currently valid OMB control number.

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)	4. Transactic Code (Instr. 8)	5. ofNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Titl Amou Under Securi (Instr.	int of lying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owna 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					
BAUR ANDREW N 770 N. WATER ST. MILWAUKEE, WI 53202	Х								
Signatures									
/s/ Jodi W. Rosenthal, as attorney-in-fact		12/02/2	2008						
**Signature of Reporting Person		Date	e						
Explanation of Re	enon	696.							

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).

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.