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Knickerbocl Form 4	ker Beth D												
August 20, 2	2009												
FORM	14		CECU	DIFIEC						OM OMB	IB APF	PROVA	L
UNITED STATES SECU				URITIES AND EXCHANGE COMMISSION Vashington, D.C. 20549							er:	3235-	0287
Section 16. Form 4 or Form 5 Filed pur:			IENT OF CHANGES IN BENEFICIAL OWNE SECURITIES suant to Section 16(a) of the Securities Exchange A							Estimated average burden hours per			y 31, 2005 0.5
obligatio may con <i>See</i> Instr 1(b).	tinue. Section 17			Jtility Ho nvestmen	•	-	•	of 1935 or Sec 940	ction				
(Print or Type	Responses)												
Knickerbocker Beth D Symbols MA			Symbol	er Name an		5. Relationship of Reporting Person(s) to Issuer							
			MARSHALL & ILSLEY CORP [MI]					(Check all applicable)					
				of Earliest T Day/Year)	Fransaction	L		Director 10% Owner X Officer (give title Other (specify below) below)					
770 N. WA	TER ST.		08/18/2	2009				/	and C	hief Ris	· /	er	
MILWAUI	(Street) XEE, WI 53202			endment, D onth/Day/Yea	-	al		6. Individual Applicable Lin _X_ Form filed Form filed Person	e) l by On	e Reporti	ng Pers	on	
(City)	(State)	(Zip)	Tał	ole I - Non-	Derivative	e Secu	rities A	cquired, Dispose	ed of, c	or Bene	ficially	Owned	1
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	ransaction Date 2A. Deemed nth/Day/Year) Execution Date, if any (Month/Day/Year)			4. Securit on(A) or Dis (D) (Instr. 3, 4 Amount	l of	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Owne Form Direct or Inc (I) (Instr	ct (D) direct	7. Nat Indire Owne: (Instr.	ct Bene rship	ficial	
Common Stock	08/18/2009			Code V J(1)	17,327	(D) D	\$ 0 (1)	2,671	D				
Common Stock	08/18/2009			A <u>(2)</u>	20,894	A	\$ 0 (2)	23,565	D				
Common Stock								9,954.6452	I		•	eferre pensat	
Common Stock								519.5081	Ι		By R Plan	etirem	nent

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form 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. Transact Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3,	3	ate	Secur	int of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
			Code V	4, and 5)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships								
	Director	10% Owner	Officer	Other					
Knickerbocker Beth D 770 N. WATER ST. MILWAUKEE, WI 53202			SVP and Chief Risk Officer						
Signatures									
/s/ Jodi W. Rosenthal, as									

attorney-in-fact
<u>**</u>Signature of Reporting Person

08/19/2009 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).

Reflects the rescission by the Company of the May 11, 2009 key restricted stock award. The May 11, 2009 award needed to be restructured in order to be in compliance with the interim final rules for TARP recipients subsequently published by the U.S. Treasury

- (1) (the "Interim Final Rules"). The May 11, 2009 award was subject to the Company's right to reduce, delay vesting, cancel, impose different terms and conditions, and/or pay the award in an alternate form for any individual, including the Reporting Person, who is or may become one of the Company's senior executive officers or most highly compensated employees under the American Recovery and Reinvestment Act of 2009 (the "ARRA") as the Company deems necessary in order to comply with applicable law or regulation.
- (2) Reflects an award of key restricted stock in lieu of an award under the Company's 1994 Long-Term Incentive Plan for Executives for the three-year performance period beginning in 2009, which is prohibited under the ARRA and the Interim Final Rules. The award vests on August 18, 2012, subject to the participant's continued employment with the Company and subject to accelerated vesting upon the death of the participant. However, as long as the Company is a "TARP recipient," as defined under the Interim Final Rules, the award may become transferable only in 25% increments at the time of the Company's repayment of 25%, 50%, 75% and 100%, respectively, of the

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financial assistance it received under the U.S. Treasury's Capital Purchase Program, or as may be required to satisfy tax obligations incurred in connection with the vesting of the restricted shares.

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.