Edgar Filing: Ellis Thomas Robert - Form 4

Form 4	is Robert													
February 02	2, 2010													
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION									DN	OMB APPROVAL			۹L	
Check t		Washington, D.C. 20549											3235	
if no lor	iger STATEN	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES												ry 31, 2005
subject section	16.													
Section 16.SECORTIESburden hours per responseForm 4 orFiled pursuant to Section 16(a) of the Securities Exchange Act of 1934,obligations may continue.Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 19401(b).												0.5		
(Print or Type	Responses)													
1. Name and Address of Reporting Person <u>*</u> Ellis Thomas Robert			Symbol		nd Ticker o		-	5. Relationship of Reporting Person(s) to Issuer						
		MARS [MI]	SHAL	L &	z ILSLE`	Y CC	ORP	(Check all applicable)						
					Transactio		Director X_ Officer (;	title 10% Owner Other (specify						
770 N. WA								below) below) Senior Vice President						
				nendmer onth/Day	Date Origin ar)		 6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting Person Form filed by More than One Reporting 							
MILWAUI	KEE, WI 53202								Person	эу Мо	ore than C	ne Rep	orting	
(City)	(State)	(Zip)	Tal	ble I - N	Non	-Derivativ	e Secu	urities A	Acquired, Dispose	d of,	or Bene	ficiall	y Owne	d
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Transaction Date 2A. Deemed Month/Day/Year) Execution Date, if any (Month/Day/Year)				4. Securit on(A) or Di (D) (Instr. 3,	4 and (A)	d of	BeneficiallyForOwnedDirFollowingor IReported(I)		nership n: ect (D) ndirect tr. 4)	Indir	nture of ect Bene ership r. 4)	eficial
				Code	v	Amount	or (D)	Price	(Instr. 3 and 4)					
Common Stock	01/29/2010			А		4,341 (1)	А	\$0	164,866	D				
Common Stock	01/29/2010			F		2,188	D	\$ 6.91	162,678	D				
Common Stock									48,136.2885	Ι			Deferre npensa	
Common Stock									31,512.0605	I			Retiren gram	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	3. Transaction Date (Month/Day/Year)	4. Transactio Code (Instr. 8)	5. Mumber of Derivative Securities		ate	7. Titl Amou Under Securi	nt of lying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne
	Security			Acquired			(msu.	5 and 4)		Follo
				(A) or						Repo
				Disposed of (D)						Trans (Instr
				(Instr. 3,						
				4, and 5)						
					Date Exercisable	Expiration Date	Title	Amount or Number of		
			Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships								
	Director	10% Owner	Officer	Other					
Ellis Thomas Robert 770 N. WATER ST. MILWAUKEE, WI 53202			Senior Vice President						
Signatures									
/s/ Jodi W. Rosenthal, as attorney-in-fact		02/01/2	2010						

**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).

Shares of Marshall & Ilsley Corporation (the "Company") common stock acquired as stock salary by the Reporting Person under the Company's 2000 Executive Stock Option and Restricted Stock Plan. The shares were fully vested at the time of grant, but are subject to

transfer restrictions. One third of the stock salary shares will be released from the transfer restrictions on each of March 31, 2011, March 31, 2012 and March 31, 2013. For more information, please see the Current Report on Form 8-K filed by the Company on December 29, 2009.

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.