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Form

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h: 0; border-left-width: 1; border-right-width: 1; border-bottom-width: 1">1. Title of Security  
(Instr. 3) 2. Transaction Date (Month/Day/Year) 2A. Deemed Execution Date, if any (Month/Day/Year) 3. Transaction Code  
(Instr. 8) 4. Securities Acquired (A) or Disposed of (D)  
(Instr. 3, 4 and 5) 5. Amount of Securities Beneficially Owned Following Reported Transaction(s)  
(Instr. 3 and 4) 6. Ownership Form: Direct (D) or Indirect (I)  
(Instr. 4) 7. Nature of Indirect Beneficial Ownership  
(Instr. 4) Code V Amount (A) or (D) Price Common Stock 02/28/2011 A 3,673 (1) A \$ 0 274,075 D Common  
Stock 02/28/2011 F 1,576 D \$ 7.77 272,499 D Common Stock 62,287.4101 I By Deferred Compensation  
Plan Common Stock 6,654.1358 I By Retirement Program

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.**

SEC 1474  
(9-02)

**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 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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 3)
				Code V (A) (D)		Date Exercisable Expiration Date	Title or Number of Shares		

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

ONEILL THOMAS J/WI/  
770 N. WATER ST.  
MILWAUKEE, WI 53202

Senior Vice President

## Signatures

/s/ Jodi W. Rosenthal, as attorney  
in fact

03/02/2011

\*\*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) Shares of Marshall & Ilsley Corporation (the "Company") common stock acquired as stock salary by the Reporting Person under the Company's 2010 Equity Incentive 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, 2012, March 31, 2013 and March 31, 2014. 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.

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