

MARSHALL & ILSLEY CORP  
 Form 4/A  
 January 24, 2008

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

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 Responses)

1. Name and Address of Reporting Person \*  
**KUESTER DENNIS J**

2. Issuer Name and Ticker or Trading Symbol  
**MARSHALL & ILSLEY CORP [MI]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
**770 N. WATER ST.**  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**11/01/2007**

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**Chairman**

**MILWAUKEE, WI 53202**

4. If Amendment, Date Original Filed (Month/Day/Year)  
**11/14/2007**

6. Individual or Joint/Group Filing (Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

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)
Common Stock				(A) or (D)	326,142	D	
Common Stock				(A) or (D)	1,335	I	By Trust
Common Stock				(A) or (D)	799.1108	I	By Retirement Program
Common Stock				(A) or (D)	111,057.5353	I	By Deferred Compensation Plan

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

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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)	
					V	(A)	(D)	Date Exercisable	Expiration Date	Title
Stock Option (Right to Buy)	\$ 26.0364	11/01/2007		A	270,621		(1)	10/27/2013	Common Stock	270,621
Stock Option (Right to Buy)	\$ 17.0633	11/01/2007		A	213,824		(2)	12/14/2010	Common Stock	213,824
Stock Option (Right to Buy)	\$ 19.3879	11/01/2007		A	133,640		(3)	12/10/2008	Common Stock	133,640
Stock Option (Right to Buy)	\$ 21.3665	11/01/2007		A	360,828		(4)	10/25/2012	Common Stock	360,828
Stock Option (Right to Buy)	\$ 31.3949	11/01/2007		A	270,621		(5)	10/27/2014	Common Stock	270,621
Stock Option (Right to Buy)	\$ 23.013	11/01/2007		A	185,759		(6)	12/16/2009	Common Stock	185,759
Stock Option (Right to Buy)	\$ 32.046	11/01/2007		A	270,621		(7)	10/28/2015	Common Stock	270,621
Stock Option	\$ 31.4024	11/01/2007		A	200,460		(8)	10/19/2017	Common Stock	200,460

(Right to Buy)

Stock

Option (Right to Buy)	\$ 35.975	11/01/2007	A	243,558	<u>(9)</u>	10/30/2016	Common Stock	243,558
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Stock

Option (Right to Buy)	\$ 23.911	11/01/2007	A	327,418	<u>(10)</u>	12/20/2011	Common Stock	327,418
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KUESTER DENNIS J 770 N. WATER ST. MILWAUKEE, WI 53202	X		Chairman	

## Signatures

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

01/24/2008

\_\_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) Immediately exercisable upon original grant date of 10/27/2003.
- (2) Immediately exercisable upon original grant date of 12/14/2000.
- (3) Immediately exercisable upon original grant date of 12/10/1998.
- (4) Immediately exercisable upon original grant date of 10/25/2002.
- (5) Immediately exercisable upon original grant date of 10/27/2004.
- (6) Immediately exercisable upon original grant date of 12/16/1999.
- (7) Immediately exercisable upon original grant date 10/28/2005.
- (8) Immediately exercisable upon original grant date of 10/19/2007.
- (9) Immediately exercisable upon original grant date of 10/30/2006.
- (10) Immediately exercisable upon original grant date of 12/20/2001.

(11) This option was granted 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 Marshall & Ilsley"), certain of its subsidiaries and WPM, L.P. Pursuant to the Employee Matters Agreement executed in connection with the transactions, 25% of the Reporting Person's Old Marshall & Ilsley stock options were converted into options to acquire Metavante Technologies, Inc. common stock, and 75% of such options were converted into options to acquire Issuer common stock. The purpose of this amendment is to correct the number of options to acquire Issuer common stock acquired by the Reporting Person in connection with the transaction that was reported on November 15, 2007.

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.