

Chapin Bradley D
Form 3
October 26, 2010

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Chapin Bradley D | | (Month/Day/Year) | MARSHALL & ILSLEY CORP [MI] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| | | | | |
| 770 N. WATER ST. | | | (Check all applicable) | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| | (Street) | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| MILWAUKEE,Â WIÂ 53202 | | | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input type="checkbox"/> Form filed by More than One Reporting Person |
| (City) | (State) | (Zip) | (give title below) | (specify below) |
| | | | Senior Vice President | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 10,444 ⁽¹⁾ | D | Â |
| Common Stock | 15,503.2046 ⁽²⁾ | I | By Deferred Compensation Plan |
| Common Stock | 23,499.3597 | I | By Retirement Plan |
| Common Stock | 23.1374 | I | By Child |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security | 2. Date Exercisable and Expiration Date | 3. Title and Amount of Securities Underlying | 4. Conversion | 5. Ownership | 6. Nature of Indirect Beneficial |
|---------------------------------|---|--|---------------|--------------|----------------------------------|
|---------------------------------|---|--|---------------|--------------|----------------------------------|

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| (Instr. 4) | (Month/Day/Year) | | Derivative Security (Instr. 4) | | or Exercise Price of Derivative Security | Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | Ownership (Instr. 5) |
|-----------------------------|----------------------------|-----------------|--------------------------------|----------------------------|--|--|----------------------|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | |
| Stock Option (Right to Buy) | Â <u>(3)</u> | 12/20/2011 | Common Stock | 8,017 | \$ 23.911 | D | Â |
| Stock Option (Right to Buy) | Â <u>(4)</u> | 10/25/2012 | Common Stock | 12,026 | \$ 21.3665 | D | Â |
| Stock Option (Right to Buy) | Â <u>(5)</u> | 10/27/2013 | Common Stock | 10,022 | \$ 26.0364 | D | Â |
| Stock Option (Right to Buy) | Â <u>(6)</u> | 10/27/2014 | Common Stock | 16,034 | \$ 31.3949 | D | Â |
| Stock Option (Right to Buy) | Â <u>(7)</u> | 10/28/2015 | Common Stock | 16,034 | \$ 32.046 | D | Â |
| Stock Option (Right to Buy) | Â <u>(8)</u> | 10/30/2016 | Common Stock | 14,431 | \$ 35.975 | D | Â |
| Stock Option (Right to Buy) | Â <u>(9)</u> | 10/19/2017 | Common Stock | 14,431 | \$ 31.4024 | D | Â |
| Stock Option (Right to Buy) | 10/29/2009 ⁽¹⁰⁾ | 10/29/2018 | Common Stock | 16,600 | \$ 18.66 | D | Â |
| Stock Option (Right to Buy) | Â <u>(11)</u> | 11/05/2019 | Common Stock | 22,000 | \$ 5.21 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Chapin Bradley D 770 N. WATER ST. MILWAUKEE, WI 53202 | Â | Â | Â Senior Vice President | Â |

Signatures

/s/ Jodi W. Rosenthal, attorney-in-fact for Mr. Chapin 10/25/2010

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) 2,994 of these shares were acquired as stock salary by the Reporting Person. The shares were fully vested at the time of grant, but are subject to transfer restrictions. One third of each of the respective stock salary shares will be released from the transfer restrictions on calendar year quarter end depending upon the respective grant dates. For more information, please see the Current Report on Form 8-K filed by the Company on December 29, 2009.

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- 13,753 of these shares were acquired as grants of restricted stock and are subject to the Reporting Person's continued employment with the Company and subject to accelerated vesting upon the death of the Reporting Person. These shares will be fully vested on the third anniversary of the date of grant for each respective award. However, as long as the Company is a "TARP recipient," as defined under the Interim Final Rules, these awards may become transferable only in 25% increments at the time of the Company's repayment of 25%, 50%, 75% and 100%, respectively, of the 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.
- (2) Vests in three equal installments commencing on the first anniversary of the original grant date of 12/20/2001.
 - (3) Vests in three equal installments commencing on the first anniversary of the original grant date of 10/25/2002.
 - (4) Vests in three equal installments commencing on the first anniversary of the original grant date of 10/27/2003.
 - (5) Vests in three equal installments commencing on the first anniversary of the original grant date of 10/27/2004.
 - (6) Vests in three equal installments commencing on the first anniversary of the original grant date of 10/28/2005.
 - (7) Vests in three equal installments commencing on the first anniversary of the original grant date of 10/30/2006.
 - (8) Vests in three equal installments commencing on the first anniversary of the original grant date of 10/19/2007.
 - (9) Vests in three equal annual installments commencing on 10/29/2009.
 - (10) Vests annually in three equal installments commencing on the first anniversary of the original grant date of 11/05/2009.

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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