

# SECURITIES AND EXCHANGE COMMISSION

## FORM 3/A

[amend]

Filing Date: **2009-01-26** | Period of Report: **2008-12-18**  
SEC Accession No. **0001127602-09-001682**

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### REPORTING OWNER

**Benschoter Ann M.**

CIK: **1451474**

Type: **3/A** | Act: **34** | File No.: **001-33488** | Film No.: **09546305**

Mailing Address

*770 N. WATER STREET  
MILWAUKEE WI 53202*

Business Address

*414-765-7817*

### ISSUER

**MARSHALL & ILSLEY CORP**

CIK: **1399315** | IRS No.: **208995389** | State of Incorp.: **WI** | Fiscal Year End: **1231**

SIC: **6022** State commercial banks

Mailing Address

*770 NORTH WATER STREET  
MILWAUKEE WI 53202*

Business Address

*770 NORTH WATER STREET  
MILWAUKEE WI 53202  
414-765-7700*

**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

1. Name and Address of Reporting Person <u>Benschoter Ann M.</u>  (Last) (First) (Middle)  770 N. WATER STREET  (Street)  MILWAUKEE, WI 53202  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year)  12/18/2008	3. Issuer Name and Ticker or Trading Symbol  <u>MARSHALL &amp; ILSLEY CORP [MI]</u>		
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) _____ Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below)  <u>Senior Vice President</u>		5. If Amendment, Date Original Filed (Month/Day/Year)  12/22/2008
		6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person _____ Form Filed by More than One Reporting Person		

**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	9,044 <sup>(1)</sup>	D	
Common Stock	488,337 <sup>(1)</sup>	I	Held by Son
Common Stock	150 <sup>(1)</sup>	I	Held by Daughter
Common Stock	2,166.57 <sup>(1)</sup>	I	By Retirement Plan
Common Stock	2,877.567 <sup>(1)</sup>	I	By Deferred Compensation Plan

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

**Explanation of Responses:**

- 1. Updated to reflect initial holdings upon becoming an insider.

**Signatures**

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

\*\* Signature of Reporting Person

01/25/2009

Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**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 Number.**