NEW M&I CORP Form 4 November 14, 2007

FORM 4

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

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OMB APPROVAL

Check this box if no longer subject to Section 16. Form 4 or

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

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * O TOOLE ROBERT J			Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) t Issuer		
			NEW M&I CORP [MI]	(Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction			
770 N. WATEI	R ST.		(Month/Day/Year) 11/01/2007	_X_ Director 10% Owner Officer (give title below) Other (special below)		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person		
MILWAUKEE	z, WI 53202	2		Form filed by More than One Reporting		

(City)	(State)	(Zip) Tak	ole I - Non-	Derivative Securities A	Acquired, Dispos	ed of, or Ben	eficially Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securities onAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or Amount (D) Price	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					8,649.2442	I	Deferred Compensation Plan

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

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

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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 or 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 II S (
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (Right to Buy)	\$ 23.2715	11/01/2007		A	20,046	<u>(1)</u>	04/23/2012	Common Stock	20,046	
Stock Option (Right to Buy)	\$ 31.3753	11/01/2007		A	20,046	<u>(2)</u>	04/26/2015	Common Stock	20,046	

Reporting Owners

Reporting Owner Name / Address	Relationships						
1 8	Director	10% Owner	Officer	Other			
O TOOLE ROBERT J 770 N. WATER ST.	X						
MILWAUKEE, WI 53202	21						

Signatures

/s/ Jodi W. Rosenthal, as attorney-in-fact 11/14/2007

**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 the original grant date of 4/23/2002.
- (2) Immediately exercisable upon the original grant date of 04/26/2005.
- (3) This option was acquired 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. (the ?Investment Agreement?). Pursuant to the Investment Agreement, on November 1, 2007, Old Marshall & Ilsley merged with one of its subsidiaries to effect the formation of a holding company to hold all of the outstanding stock of Old Marshall & Ilsley (the ?Holding Company Merger?). Immediately following the Holding Company Merger, shares of Issuer common stock were distributed to the former Old Marshall & Ilsley shareholders. Each option to purchase Old Marshall & Ilsley common stock was converted to an option to purchase a number of shares of common stock of the Issuer equal to the number of shares subject to the Old Marshall & Ilsley option multiplied by a ratio, the numerator of which was the closing price per share Old Marshall & Ilsley common stock on the date immediately prior to the share distribution (the ?Pre-distribution Stock Price?) and the denominator of which was the average closing price per share of Issuer common stock over the sixth through tenth business days following the date of the share distribution (the ?Post-distribution Stock Price?). The adjusted exercise price of each converted option is equal to the exercise price per share of Old Marshall & Ilsley common stock subject to

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such option immediately prior to the share distribution divided by the quotient obtained by dividing the Pre-distribution Stock Price by the Post-distribution Stock Price.

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.