NEW M\&I CORP
Form 4
November 14, 2007

| RM 4 |  | OMB APPROVAL |
| :---: | :---: | :---: |
|  | UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 | OMB Number: 3235-0287 |
| Check this box if no longer |  | Expires: $\quad \begin{array}{r}\text { January 31, } \\ 2005\end{array}$ |
| subject to Section 16 | SECURITIES | Estimated average |
| Form 4 or |  | $\text { response... } 0.5$ |
| Form 5 <br> obligations may continue. | 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 |  |
| See Instruction | 30(h) of the Investment Company Act of 1940 |  |
| 1 (b). |  |  |

(Print or Type Responses)

| 1. Name and Address of Reporting Person * ROOT THOMAS A |  |  | 2. Issuer Name and Ticker or Trading Symbol <br> NEW M\&I CORP [MI] |
| :---: | :---: | :---: | :---: |
|  |  |  |  |
|  |  |  |  |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) |
| 770 N. W | ST. |  | 11/01/2007 |
|  | (Street) |  | 4. If Amendment, Date Original Filed(Month/Day/Year) |

MILWAUKEE, WI 53202
5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)


SVP and Audit Director
6. Individual or Joint/Group Filing(Check

Applicable Line)
_X_Form filed by One Reporting Person __ Form filed by More than One Reporting Person

| (City) | (State) | 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 <br> Execution Date, if any <br> (Month/Day/Year) | 3. <br> TransactionA Code (Instr. 8) <br> Code V | 4. Securities <br> Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5 <br> (A) <br> or <br> Amount <br> (D) | 5. Amount of Securities <br> Beneficially <br> Owned <br> Following <br> Reported <br> Transaction(s) <br> (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
| Common <br> Stock |  |  |  |  | 21,403 | D |  |
| Common Stock |  |  |  |  | 3,013.2057 | I | By <br> Retirement <br> Program |
| Common Stock |  |  |  |  | 529.06 | I | By Children |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.
Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02) required to respond unless the form
displays a currently valid OMB control number.

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

| 1. Title of Derivative | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transactio | 5. Number of Derivative | 6. Date Exercisable and Expiration Date | 7. Title and Amount of Underlying Securities |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
| Security | or Exercise |  |  | Code | Securities | (Month/Day/Year) | (Instr. 3 and 4) |
| (Instr. 3) | Price of |  | (Month/Day/Year) | (Instr. 8) | Acquired (A) |  |  |
|  | Derivative |  |  |  | or Disposed of |  |  |
|  | Security |  |  |  | (D) |  |  |
|  |  |  |  |  | (Instr. 3, 4, |  |  |

Amount or Number Code V (A) (D) of Shares

Stock
Option
(Righ
Buy)
Stock

| Option <br> (Right to <br> Buy) | $\$ 23.0096$ | $11 / 01 / 2007$ | A | 13,364 | $\underline{12}$ | $12 / 16 / 2009$ |
| :--- | :--- | :--- | :--- | :--- | :--- | :--- |

Stock

| Option <br> (Right to | \$ 15.5326 | 11/01/2007 | A | 25,392 | (3) | 06/30/2010 | Common Stock | 25,392 |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
| Buy) |  |  |  |  |  |  |  |  |
| Stock <br> Option <br> (Right to Buy) | \$ 23.9075 | 11/01/2007 | A | 18,710 | (4) | 12/20/2011 | Common Stock | 18,710 |
| Stock <br> Option <br> (Right to Buy) | \$ 21.3634 | 11/01/2007 | A | 21,382 | (5) | 10/25/2012 | $\begin{aligned} & \text { Common } \\ & \text { Stock } \end{aligned}$ | 21,382 |
| Stock <br> Option <br> (Right to Buy) | \$ 26.0326 | 11/01/2007 | A | 16,037 | (6) | 10/27/2013 | Common Stock | 16,037 |
| Stock <br> Option <br> (Right to Buy) | \$ 31.3903 | 11/01/2007 | A | 16,037 | (7) | 10/27/2014 | Common <br> Stock | 16,037 |
| Stock <br> Option <br> (Right to | \$ 32.0413 | 11/01/2007 | A | 16,037 | (8) | 10/28/2015 | Common Stock | 16,037 |

Buy)
Stock
Option
(Right to
\$ $35.9698 \quad 11 / 01 / 2007$
Buy)
Stock
Option
\$ $31.3978 \quad 11 / 01 / 2007$
(Right to
A 14,433
(10)
$\begin{array}{llll}\text { A } & 14,433 & \text { (9) } & 10 / 30 / 2016\end{array} \begin{gathered}\text { Common } \\ \text { Stock }\end{gathered}$
A $14,433 \quad$ (9) $\quad 10 / 30 / 2016 \begin{gathered}\text { Common } \\ \text { Stock }\end{gathered}$
$\begin{array}{llll}\text { A } & 14,433 & \text { (9) } & 10 / 30 / 2016\end{array} \begin{gathered}\text { Common } \\ \text { Stock }\end{gathered}$
14,433

Buy)

## Reporting Owners

## Reporting Owner Name / Address

Director $10 \%$ Owner Officer Other
ROOT THOMAS A
770 N. WATER ST.
MILWAUKEE, WI 53202

## Relationships

## Signatures

/s/ Jodi W. Rosenthal, as attorney-in-fact<br>$$
11 / 14 / 2007
$$<br>**Signature of Reporting Person<br>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. $78 \mathrm{ff}(\mathrm{a})$.
(1) Vests in three equal installments commencing on the first anniversary of the original grant date of 12/10/1998.
(2) Vests in three equal installments commencing on the first anniversary of the original grant date of 12/16/1999.
(3) Vests in three equal installments commencing on the first anniversary of the original grant date of 06/30/2000.
(4) Vests in three equal installments commencing on the first anniversary of the original grant date of 12/20/2001.
(5) Vests in three equal installments commencing on the first anniversary of the original grant date of 10/25/2002.
(6) Vests in three equal installments commencing on the first anniversary of the original grant date of 10/27/2003.
(7) Vests in three equal installments commencing on the first anniversary of the original grant date of 10/27/2004.
(8) Vests in three equal installments commencing on the first anniversary of the original grant date of 10/28/2005.
(9) Vests in three equal installments commencing on the first anniversary of the original grant date of 10/30/2006.
(10) Vests in three equal installments commencing on the first anniversary of the original grant date of 10/19/2007.
(11) 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


## Edgar Filing: NEW M\&I CORP - Form 4

?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 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.

