



FORM 8-K

MARSHALL & ILSLEY CORP - MI

Filed: October 28, 2008 (period: October 28, 2008)

Report of unscheduled material events or corporate changes.

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): **October 28, 2008**

MARSHALL & ILSLEY CORPORATION

(Exact name of registrant as specified in its charter)

<u>Wisconsin</u>	<u>1-33488</u>	<u>20-8995389</u>
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

770 North Water Street <u>Milwaukee,</u> <u>Wisconsin</u>	<u>53202</u>
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code: (414) 765-7801

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 8.01. Other Events.

On October 28, 2008, Marshall & Ilsley Corporate (the “Company”) was informed that it has received preliminary approval to participate in the U.S. Treasury’s Capital Purchase Program (the “CPP”). Under the CPP, the U.S. Treasury would purchase approximately \$1.7 billion of preferred stock from the Company, subject to the standard terms and conditions provided by the U.S. Treasury in its CPP Term Sheet.

A copy of the press release issued by the Company on October 28, 2008 announcing its approval under the CPP is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

FORWARD-LOOKING STATEMENTS

This report and the Company’s press release described and incorporated by reference herein contain forward-looking statements within the meaning of the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Such forward-looking statements may include, without limitation, statements regarding expected financial and operating activities and results that are preceded by, followed by, or that include words such as “may,” “expects,” “anticipates,” “estimates” or “believes.” Such statements are subject to important factors that could cause the Company’s actual results to differ materially from those anticipated by the forward-looking statements. These factors include (i) the Company’s exposure to the volatile commercial and residential real estate markets, which could result in increased charge-offs and increases in the Company’s allowance for loan and lease losses to compensate for potential losses in its real estate loan portfolio, (ii) adverse changes in the financial performance and/or condition of the Company’s borrowers, which could impact repayment of such borrowers’ outstanding loans, (iii) the Company’s ability to maintain required levels of capital, (iv) fluctuation of the Company’s stock price, and (v) those factors referenced in Item 1A. Risk Factors in the Company’s annual report on Form 10-K for the year ended December 31, 2007 and in the Company’s quarterly report on Form 10-Q for the quarter ended June 30, 2008, and as may be described from time to time in the Company’s subsequent SEC filings, which factors are incorporated herein by reference. Readers are cautioned not to place undue reliance on these forward-looking statements, which reflect only the Company’s belief as of the date of this report and the press release. Except as required by federal securities law, the Company undertakes no obligation to update these forward-looking statements or reflect events or circumstances after the date of or this report.

Item 9.01. Financial Statements and Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Released dated October 28, 2008

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: October 28, 2008

MARSHALL & ILSLEY CORPORATION

By: /s/ Randall J. Erickson

Randall J. Erickson
Senior Vice President, Chief Administrative
Officer and General Counsel

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release dated October 28, 2008



News Release

**Marshall & Ilesley
Corporation**
770 North Water
Street
Milwaukee, WI 53202
414 765-7700 Main
414 298-2921 Fax
mibank.com

For Release: Immediately

Contact: Greg Smith, senior vice president, chief financial officer
414 765-7727
Dave Urban, vice president, director of investor relations
414 765-7853

MARSHALL & ILSLEY CORPORATION SELECTED TO PARTICIPATE IN U.S. TREASURY CAPITAL PURCHASE PROGRAM *Application conditioned on approval by M&I board of directors*

Milwaukee, Wis. – October 28, 2008 – Marshall & Ilesley Corporation (NYSE: MI) (M&I) today announced it has received preliminary approval to participate in the U.S. Treasury Department’s Capital Purchase Program (CPP), a program designed to infuse capital into the nation’s healthiest and strongest banks. Participation is specifically conditioned on the approval of the investment by the Marshall & Ilesley Corporation board of directors and is subject to standard terms and conditions.

M&I has been approved for approximately \$1.7 billion in capital. This capital would raise M&I’s already well-capitalized Tier 1 and Total Capital ratio levels at September 30, 2008 from 7.9 percent to 10.9 percent, and from 11.8 percent to 14.8 percent, respectively. The preferred stock will carry a 5 percent coupon for 5 years, and 9 percent thereafter.

“Being chosen by the Treasury Department underscores M&I’s strength as a financial institution,” said Mark Furlong, president and CEO, Marshall & Ilesley Corporation. “Although

M&I is already one of the best-capitalized and most stable banks in the nation, the additional \$1.7 billion in capital will enable us to further increase our already substantial lending activity to invest in the needs of our current and future customers across all of our markets. It also enables us to more quickly return to our strategic growth plan for the benefit of our customers, employees, shareholders, and our communities.”

Secretary of the Treasury Henry Paulson, in a speech on October 20, 2008, reiterated that the Capital Purchase Program is a positive one, particularly for financial institutions that have maintained a position of strength during the current economic downturn. Paulson said, “This program is designed to attract broad participation by healthy institutions and to do so in a way that attracts private capital to them as well.”

About Marshall & Ilsley Corporation

Marshall & Ilsley Corporation (NYSE: MI) is a diversified financial services corporation headquartered in Milwaukee, Wis., with \$63.5 billion in assets. Founded in 1847, M&I Marshall & Ilsley Bank is the largest Wisconsin-based bank, with 193 offices throughout the state. In addition, M&I has 52 locations throughout Arizona; 32 offices in Indianapolis and nearby communities; 31 offices along Florida’s west coast and in central Florida; 15 offices in Kansas City and nearby communities; 24 offices in metropolitan Minneapolis/St. Paul, and one in Duluth, Minn.; and one office in Las Vegas, Nev. M&I’s Southwest Bank subsidiary has 17 offices in the greater St. Louis area. M&I also provides trust and investment management, equipment leasing, mortgage banking, asset-based lending, financial planning, investments, and insurance services from offices throughout the country and on the Internet (www.mibank.com or www.micorp.com). M&I’s customer-based approach, internal growth, and strategic acquisitions have made M&I a nationally recognized leader in the financial services industry.

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