

MARSHALL & ILSLEY CORP  
Form 8-K  
October 28, 2008

**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.)

<u>770 North Water Street</u> <u>Milwaukee, 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