

MARSHALL & ILSLEY CORP  
Form 8-K  
April 30, 2010

**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): **April 27, 2010**

**MARSHALL & ILSLEY CORPORATION**

(Exact name of registrant as specified in its charter)

Wisconsin  
(State or other jurisdiction  
of incorporation)

1-33488  
(Commission  
File Number)

20-8995389  
(IRS Employer  
Identification No.)

770 North Water Street  
Milwaukee, Wisconsin  
(Address of principal executive offices)

53202  
(Zip Code)

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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 5.02.**

**Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

At the 2010 Annual Meeting of Shareholders (the "2010 Annual Meeting") of Marshall & Ilsley Corporation (the "Corporation") held on April 27, 2010, the Corporation's shareholders approved the Marshall & Ilsley Corporation 2010 Equity Incentive Plan (the "2010 Plan"). The aggregate number of shares of the Corporation's common stock, \$1.00 par value per share (the "Common Stock"), subject to the 2010 Plan is 14,000,000 shares. Persons eligible for awards under the 2010 Plan include current and prospective employees, non-employee directors, consultants or other persons who provide services to the Corporation and who hold, or will hold, positions of responsibility and whose performance, in the judgment of the Compensation Committee of the Board of Directors or management of the Corporation, can have a significant effect on the success of the Corporation. Awards under the 2010 Plan may include incentive stock options and non-statutory stock options, shares of restricted stock or restricted stock units, or stock appreciation rights. In all events, upon the occurrence of a change in control (as defined in the 2010 Plan), all awards will become fully vested and immediately exercisable, except to the extent that accelerated vesting is prohibited under the applicable law and regulations.

The foregoing description of the 2010 Plan is qualified in its entirety by reference to the 2010 Plan attached as Appendix A to the Proxy Statement on Schedule 14A filed on March 12, 2010 in connection with the Corporation's 2010 Annual Meeting, which is incorporated herein by reference.

**Item 5.07.**

**Submission of Matters to a Vote of Security Holders.**

The following matters were voted upon at the 2010 Annual Meeting:

(1)

To elect the 14 individuals recommended by the Board of Directors to serve as directors. The results of this proposal were as follows:

	For	Withheld
(1)	385,378,724	15,170,779
Jon F. Chait		
(2)	369,786,701	30,762,802
John W. Daniels, Jr.		
(3)	369,859,012	30,690,491
Mark F. Furlong		
(4)	373,402,239	27,147,264

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Ted D. Kellner (5)	362,133,851	38,415,652
Dennis J. Kuester (6)	386,644,512	13,904,991
David J. Lubar (7)	384,959,094	15,590,409
Katharine C. Lyall (8)	388,227,356	12,322,147
John A. Mellowes (9)	385,347,094	15,202,409
San W. Orr, Jr. (10)	380,693,614	19,855,889
Robert J. O Toole (11)	380,202,599	20,346,904
Peter M. Platten, III (12)	378,885,221	21,664,282
John S. Shiely (13)	365,590,808	34,958,695
George E. Wardeberg (14)	365,878,817	34,670,686
James B. Wigdale		

(2)

To approve the Marshall & Ilsley Corporation 2010 Equity Incentive Plan. The results of this proposal are as follows:

For	Against	Abstain	Not Voted
334,928,959	63,541,011	2,079,533	58,250,479

(3)

To ratify the appointment of Deloitte & Touche LLP to audit the financial statements of the Corporation for the fiscal year ending December 31, 2010. The results of this proposal are as follows:

For	Against	Abstain
449,633,067	7,669,392	1,497,523

(4)

To approve a non-binding, advisory proposal on the compensation of the Corporation's executive officers. The results of this proposal are as follows:

For	Against	Abstain
426,427,599	25,997,603	6,374,780

**Item 8.01**

**Other Events.**

On April 27, 2010, the Corporation issued a press release announcing events which took place in connection with the 2010 Annual Meeting. The press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

**Item 9.01.**

**Financial Statements and Exhibits.**

<u>Exhibit No.</u>	<u>Description</u>
10.1	Marshall & Ilsley Corporation 2010 Equity Incentive Plan, incorporated by reference to Appendix A to the Proxy Statement on Schedule 14A filed on March 12, 2010 in connection with the Corporation's 2010 Annual Meeting
99.1	Press Release dated April 27, 2010



**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: April 30, 2010

MARSHALL & ILSLEY CORPORATION

By: /s/ Randall J. Erickson

Randall J. Erickson

Senior Vice President, Chief Administrative

Officer and General Counsel

**EXHIBIT INDEX**

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99.1	Press Release dated April 27, 2010