

MARSHALL & ILSLEY CORP  
Form S-8 POS  
July 06, 2011

As filed with the Securities and Exchange Commission on July 6, 2011

File No. 333-169530

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

**POST-EFFECTIVE AMENDMENT NO. 1**  
**TO**  
**FORM S-8**  
**REGISTRATION STATEMENT**  
*UNDER*  
*THE SECURITIES ACT OF 1933*

**MARSHALL & ILSLEY CORPORATION**

(Exact name of registrant as specified in its charter)

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Wisconsin

(State or other jurisdiction of incorporation or organization)

20-8995389

(I.R.S. Employer Identification Number)

c/o BMO Financial Corp.

111 West Monroe Street

P.O. Box 755

Chicago, Illinois, USA 60690

Tel: +1 312-461-7745

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**Marshall & Ilsley Corporation Amended and Restated Executive Deferred Compensation Plan**

**Marshall & Ilsley Corporation 2005 Executive Deferred Compensation Plan**

(Full title of the plan)

Colleen Hennessy

111 West Monroe Street

P.O. Box 755

Chicago, Illinois, USA 60690

Tel: +1 312-461-7745

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company



**DEREGISTRATION OF SECURITIES; TERMINATION OF REGISTRATION STATEMENT**

This Post-Effective Amendment No. 1 (the "Post-Effective Amendment"), relates to the Registration Statement on Form S-8 (File No. 333-169530) (the "Registration Statement"), which was initially filed with the Securities and Exchange Commission by Marshall & Ilsley Corporation, a Wisconsin corporation ("M&I"), and became effective on September 22, 2010. The Registration Statement registered 2,000,000 shares of M&I's common stock, par value \$1.00 per share (the "Common Stock") for issuance pursuant to the Marshall & Ilsley Corporation Amended and Restated Executive Deferred Compensation Plan (the "Amended and Restated Plan") and the Marshall & Ilsley Corporation 2005 Executive Deferred Compensation Plan (the "2005 Plan") and \$20,000,000 in Deferred Compensation Obligations of Marshall & Ilsley Corporation pursuant to the 2005 Plan. This Post-Effective Amendment is being filed for the sole purpose of terminating the Registration Statement and deregistering any unissued shares previously registered under the Registration Statement and issuable under the Amended and Restated Plan or the 2005 Plan and deregistering the Deferred Compensation Obligations under the 2005 Plan.

On July 5, 2011, pursuant to an Agreement and Plan of Merger, dated December 17, 2010, as supplemented and amended, by and among M&I, Bank of Montreal ("BMO") and Mike Merger Sub, LLC, an indirect wholly-owned subsidiary of BMO ("Merger Sub"), M&I merged with and into Merger Sub, with Merger Sub as the surviving entity (the "Initial Merger"). Immediately thereafter, Merger Sub merged with and into Harris Financial Corp., a Delaware corporation and Merger Sub's direct parent ("BFC"), with BFC as the surviving corporation, which was renamed "BMO Financial Corp." pursuant to the certificate of merger (collectively with the Initial Merger, the "Mergers").

As a result of the Mergers, BFC, as successor to M&I by virtue of the Mergers, has terminated all offerings of M&I's securities pursuant to its registration statements, including the Registration Statement. BFC hereby removes from registration, by means of this Post-Effective Amendment, any and all unissued shares of Common Stock and the Deferred Compensation Obligations registered under the Registration Statement as of the date hereof.

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing this Post-Effective Amendment to the Registration Statement on Form S-8 and has duly caused this Post-Effective Amendment to be signed on its behalf by the undersigned, thereunto duly authorized.

BMO FINANCIAL CORP.  
as successor by merger to Marshall & Ilsley Corporation

By: /s/ ELLEN M. COSTELLO  
Ellen M. Costello  
Chief Executive Officer and President

July 6, 2011

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment to the Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Name	Title	Date
/s/ ELLEN M. COSTELLO Ellen M. Costello	Chief Executive Officer and President, Director  (principal executive officer)	July 6, 2011
/s/ PAMELA C. PIAROWSKI Pamela C. Piarowski	Senior Vice President, Chief Financial Officer and Treasurer  (principal financial and accounting officer)	July 6, 2011
/s/ STEPHEN E. BACHAND Stephen E. Bachand	Director	July 6, 2011
/s/ PASTORA SAN JUAN CAFFERTY Pastora San Juan Cafferty	Director	July 6, 2011
/s/ FRANK M. CLARK Frank M. Clark	Director	July 6, 2011
/s/ SUSAN T. CONGALTON Susan T. Congalton	Director	July 6, 2011
/s/ JOHN W. DANIELS John W. Daniels	Director	July 6, 2011
/s/ ARNOLD W. DONALD Arnold W. Donald	Director	July 6, 2011
/s/ WILLIAM A. DOWNE William A. Downe	Director	July 6, 2011
/s/ MARK F. FURLONG Mark F. Furlong	Director	July 6, 2011

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/s/ DAVID A. GALLOWAY David A. Galloway	Director	July 6, 2011
/s/ DAVID J. LUBAR David J. Lubar	Director	July 6, 2011
/s/ JERMOME A. PERIBERE Jerome A. Peribere	Director	July 6, 2011
/s/ JOHN RAU John Rau	Director	July 6, 2011
/s/ JOHN SHIELY John Shiely	Director	July 6, 2011
/s/ MICHAEL VAN HANDEL Michael Van Handel	Director	July 6, 2011