

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

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

File No. 333-147105

**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)

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)

Excel Bank Corporation 1998 Equity Incentive Plan

Excel Bank Corporation 2005 Equity Incentive Plan

Marshall & Ilsley Corporation 2006 Equity Incentive Plan

United Community Bankshares of Florida, Inc. Director Stock Option Plan

United Community Bankshares of Florida, Inc. Officers and Employees Stock Option Plan

1994 Key Employee Stock Option Plan

Gold Banc Corporation, Inc. 1996 Equity Compensation Plan

Incentive Stock Option Plan, dated May 28, 1996

1999 Stock Option and Equity Incentive Plan, dated March 22, 1999

Trustcorp Financial, Inc. 1997 Non-Qualified Stock Option Plan, as amended

2005 Directors Deferred Compensation Plan of Marshall & Ilsley Corporation

2003 Executive Stock Option and Restricted Stock Plan

1994 Long-Term Incentive Plan for Executives

M&I Retirement Program

Marshall & Ilsley Corporation 2000 Employee Stock Purchase Plan

Marshall & Ilsley Corporation 2000 Executive Stock Option and Restricted Stock Plan

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

**Marshall & Ilsley Corporation 1997 Executive Stock Option and Restricted Stock Plan**

**Marshall & Ilsley Corporation 1995 Directors Stock Option Plan**

**Marshall & Ilsley Corporation 1993 Executive Stock Option Plan**

**1989 Executive Stock Option and Restricted Stock Plan of Marshall & Ilsley Corporation**

(Full title of the plan)

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**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

Non-accelerated filer

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. 333-147105) (the "Registration Statement"), which was initially filed with the Securities and Exchange Commission by Marshall & Ilesley Corporation, a Wisconsin corporation ("M&I"), and became effective on November 2, 2007. The Registration Statement registered 46,369,291 shares of M&I's common stock, par value \$1.00 per share (the "Common Stock") for issuance pursuant to the Excel Bank Corporation 1998 Equity Incentive Plan, the Excel Bank Corporation 2005 Equity Incentive Plan, the Marshall & Ilesley Corporation 2006 Equity Incentive Plan, the United Community Bankshares of Florida, Inc. Director Stock Option Plan, the United Community Bankshares of Florida, Inc. Officers and Employees Stock Option Plan, the 1994 Key Employee Stock Option Plan, the Gold Banc Corporation, Inc. 1996 Equity Compensation Plan, the Incentive Stock Option Plan, dated May 28, 1996, the 1999 Stock Option and Equity Incentive Plan, dated March 22, 1999, the Trustcorp Financial, Inc. 1997 Non-Qualified Stock Option Plan, as amended, the 2005 Directors Deferred Compensation Plan of Marshall & Ilesley Corporation, the 2003 Executive Stock Option and Restricted Stock Plan, the 1994 Long-Term Incentive Plan for Executives, the M&I Retirement Program, the Marshall & Ilesley Corporation 2000 Employee Stock Purchase Plan, the Marshall & Ilesley Corporation 2000 Executive Stock Option and Restricted Stock Plan, the Marshall & Ilesley Corporation Amended and Restated Directors Deferred Compensation Plan, the Marshall & Ilesley Corporation 1997 Executive Stock Option and Restricted Stock Plan, the Marshall & Ilesley Corporation 1995 Directors Stock Option Plan, the Marshall & Ilesley Corporation 1993 Executive Stock Option Plan, the 1989 Executive Stock Option and Restricted Stock Plan of Marshall & Ilesley Corporation (collectively, the "Plans"). 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 Plans.

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 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

July 6, 2011

Chief Executive Officer and President

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/ JEROME 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