

MARSHALL & ILSLEY CORP  
Form 424B3  
March 03, 2008

The information in this preliminary pricing supplement is not complete and may be changed. This preliminary pricing supplement and the accompanying prospectus supplement and prospectus are not an offer to sell these securities and we are not soliciting an offer to buy these securities in any jurisdiction where the offer or sale is not permitted.

**SUBJECT TO COMPLETION, DATED MARCH 10, 2007**

Marshall & Ilsley Corporation MiNotes

**PRELIMINARY PRICING SUPPLEMENT**

Preliminary Pricing Supplement Dated: 3/3/2008 Rule 424(b)(3)  
(To Prospectus Supplement Dated January 23, 2008 File No. 333-147162  
and Prospectus Dated November 6, 2007)  
Pricing Supplement No. 005

U.S. \$ 500,000,000

**MARSHALL & ILSLEY CORPORATION**

**MINOTES<sup>SM</sup>**

**DUE NINE MONTHS OR MORE FROM DATE OF ISSUE**

Trade Date: 3/10/2008

Issue Date: 3/13/2008

Agents: Merrill Lynch, Pierce, Fenner & Smith Inc.; Citigroup Global Markets, Inc.; Edward D. Jones & Co, L.P.; InCapital LLC; Morgan Stanley & Co. Incorporated; UBS Securities LLC; Wachovia Capital Markets, LLC

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CUSIP	AGGREGATE PRINCIPAL AMOUNT	PRICE TO PUBLIC	CONCESSION	NET PROCEEDS TO ISSUER	SENIOR OR SUB-ORDINATED	INTEREST RATE
57183WAD0	TBD	100.000%	2.5%	TBD	Senior Debt	6.30%

INTEREST PAYMENT FREQUENCY	FIRST COUPON DATE	MATURITY DATE	SURVIVOR S OPTION	REDEMPTION OR REPAYMENT YES/NO	REDEMPTION/ REPAYMENT TERMS
Quarterly	6/13/08	3/13/2038 <i>(rolls to 15<sup>th</sup>)</i>	Yes	Yes	See below

Option Redemption: The MiNotes will be subject to redemption at the option of Marshall & Ilesley Corporation, on the Interest Payment Date occurring on September 13, 2008 (*rolls to 15<sup>th</sup>*) and on each Interest Payment Date thereafter at a redemption price equal to 100% of the principal amount of the MiNotes, plus any accrued and unpaid interest thereon. See Description of Notes Redemption and Repayment in the prospectus supplement referred to above.