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MARSHALL & ILSLEY CORP/WI/  
 Form 4  
 February 27, 2001

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 WASHINGTON, DC 20549  
 FORM 4  
 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

( ) Check this box if no longer subject to Section 16.

1. Name and Address of Reporting Person  
 Platten, Peter M.  
 770 North Water Street  
 Milwaukee, WI 53202  
 USA
2. Issuer Name and Ticker or Trading Symbol  
 Marshall & Ilsley Corporation (MI)
3. IRS or Social Security Number of Reporting Person (Voluntary)
4. Statement for Month/Year  
 2/2001
5. If Amendment, Date of Original (Month/Day/Year)
6. Relationship of Reporting Person(s) to Issuer (Check all applicable)  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)
7. Individual or Joint/Group Filing (Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

TABLE I -- Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security	2. Trans- action Date (Month/ Day/ Year)	3. Trans- action Code  V	4. Securities Acquired (A) or Disposed of (D)			5. Amount of Underlying Securities
			Amount	A/D	Price	
Common Stock	02/06/2001	S	-5000	D	\$53.7400	85480
Common Stock	02/06/2001	S	-5000	D	\$53.7400	4585

TABLE II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of	2. Deriv-	3. Transac- tion Date	4. Transac- tion Code	5. Acquired (A) or Disposed (D)	6. Number of Derivative Securities	7. Date Exercisable and Expiration Date (Month/Day/Year)	8. Amount or Number
	Conver- sion or Exercise	Price of					

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Derivative Security	ative Security	(Month/ Day/Year)	+-----+---+-----+-----+ Code	V	(A)	(D)	Date Exer- cisable	Expira- tion Date	Title	of Shares	D  S
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Explanation of Responses:

SIGNATURE OF REPORTING PERSON  
/s/ Peter M. Platten

DATE  
12/31/2099