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MARSHALL & ILSLEY CORP/WI/

Form 4

November 01, 2006

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

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Check this box if no longer subject to Section 16. Form 4 or Form 5

SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. See Instruction

30(h) of the Investment Company Act of 1940 1(b).

(Print or Type Responses)

2. Issuer Name and Ticker or Trading Symbol MARSHALL & ILSLEY CORP/WI/ [MI]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
3. Date of Earliest Transaction (Month/Day/Year) 10/30/2006	Director 10% OwnerX_ Officer (give title Other (specify below) Senior Vice President			
4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
	Symbol MARSHALL & ILSLEY CORP/WI/ [MI] 3. Date of Earliest Transaction (Month/Day/Year) 10/30/2006 4. If Amendment, Date Original			

MILWAU	KEE, WI 53202	Form filed by More than One Reporting Person							
(City)	(State)	(Zip) Ta	ble I - Non	-Derivative Secu	rities .	Acquir	ed, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securities Accordisposed of (D) (Instr. 3, 4 and 5		(A) or	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	10/30/2006		A	1,875	A	\$0	28,028.2019	D	
Common Stock	11/01/2006		<u>J(1)</u>	15,757.2019	D	\$0	12,271	D	
Common Stock							2,208.1235	I	By Retirement Program
Common Stock	11/01/2006		<u>J(1)</u>	15,757.2019	A	\$0	15,757.2019	I	Deferred Compensation Plan

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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5. Number of 6. Date Exercisable and

SEC 1474 (9-02)

7. Title and Amount of

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	(Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Transacti Code (Instr. 8)	orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Securities (Month/Day/Year) Acquired (A) or Disposed of (D) (Instr. 3, 4,		Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Share
Option	\$ 48.07	10/30/2006		A	16,875	10/30/2009(2)	10/30/2016	Common Stock	16,875

Reporting Owners

Reporting Owner Name / Address Relationships

3. Transaction Date 3A. Deemed

Director 10% Owner Officer Other

RENARD PAUL J 770 NORTH WATER STREET MILWAUKEE, WI 53202

Senior Vice President

Signatures

1. Title of 2.

Angela M. 11/01/2006 Peters

**Signature of Date
Reporting Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (2) The options vest annually in three equal installments beginning on October 30, 2007.
- (1) Change in form of ownership from directly held to indirectly held.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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