#### MARSHALL & ILSLEY CORP/WI/

Form 4

January 04, 2007

### FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

obligations

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person ** HOGAN MARK R	2. Issuer Name <b>and</b> Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
	MARSHALL & ILSLEY CORP/WI/ [MI]	(Check all applicable)			
(Last) (First) (Middle)	3. Date of Earliest Transaction	Director 10% Owner			
770 NORTH WATER STREET	(Month/Day/Year) 12/14/2006	X Officer (give title Other (specify below) SVP & Chief Credit Officer			
(Street)	4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
	Filed(Month/Day/Year)	Applicable Line)			
		_X_ Form filed by One Reporting Person Form filed by More than One Reporting			
MILWAUKEE, WI 53202		Person			

(City)	(State)	(Zip) Ta	ble I - N	on-	-Derivative S	ecurit	ies Acquire	d, Disposed of, or	Beneficially	Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transac Code (Instr. 8	8)	4. Securities an Disposed of (Instr. 3, 4 an	(D)	red (A) or Price	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	12/14/2006		G	V	740	D	\$ 0	62,794	D	
Common Stock	12/04/2006		J <u>(1)</u>	V	850	D	\$0	2,620	I	By Children
Common Stock	12/14/2006		J(2)		240	A	\$ 47.66	2,860	I	By Children
Common Stock	01/04/2007		A	V	32.5007	A	\$ 48.11	5,775.813	I	By Retirement Program
Common Stock								20,802	I	By Trust

**OMB APPROVAL** 

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

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response...

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Common Stock	12/08/2006	A	V	144.2135	A	\$ 45.8018	24,608.0765	I	Deferred Compensation
Common Stock	12/31/2006	A	V	0.0002	A	\$ 48.11	24,608.0767	I	Deferred Compensation

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amoun	t of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	/Year)	Underly	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securiti	ies	(Instr. 5)	Bene
	Derivative				Securities	;		(Instr. 3	3 and 4)		Owne
	Security				Acquired						Follo
	-				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A		
									Amount		
						Date	Expiration		or 		
						Exercisable	Date		Number of		
				C-J- V	(A) (D)						
				Code V	(A) (D)				Shares		

## **Reporting Owners**

Reporting Owner Name / Address	Keiauonsnips					
	Director	10% Owner	Officer	Other		

HOGAN MARK R 770 NORTH WATER STREET MILWAUKEE, WI 53202

**SVP & Chief Credit Officer** 

### **Signatures**

Reporting Person

Angela M. 01/04/2007 Peters \*\*Signature of Date

### **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).
- (1) Reflects number of shares held by child who has moved out of the family residence.

Reporting Owners 2

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(2) 240 shares gifted to 2 children still residing in the Hogan household by a grandparent

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.