

MARSHALL & ILSLEY CORP/WI/
 Form 4
 February 16, 2006

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 PLATTEN PETER M

2. Issuer Name and Ticker or Trading Symbol
 MARSHALL & ILSLEY CORP/WI/
 [MI]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 770 NORTH WATER STREET
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 12/28/2005

Director 10% Owner
 Officer (give title below) Other (specify below)

MILWAUKEE, WI 53202
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. 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 (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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 Ownership (Instr. 4)
			Code	V Amount (D) Price			
Common Stock	02/14/2006		D	5,000 D \$ 42.9271	93,345	D	
Common Stock					4,900	I	1998 Education Trust (Spouse)
Common Stock					2,230	I	1999 Education Trust (Spouse)
					1,890	I	

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Common Stock								2000 Education Trust (Spouse)		
Common Stock					1,480		I	2001 Education Trust (Spouse)		
Common Stock					800		I	2003 Education Trust		
Common Stock					44,184		I	401(K) Plan		
Common Stock					2,250		I	Education Trust		
Common Stock	02/14/2006		D	5,000	D	\$ 42.9271	0	I	IRA	
Common Stock								24,441.483	I	IRA DRP
Common Stock								5,652	I	IRA Spouse
Common Stock	12/28/2005		J ⁽¹⁾	1,701	D	\$ 0	44,583	I	Irrev. Trust	
Common Stock								78,980	I	Peter Platten Properties
Common Stock								5,234	I	Spouse

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

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SEC 1474
(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 5)
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(Instr. 3,
4, and 5)

	Date	Expiration	Title	Amount
	Exercisable	Date		or
				Number
Code V (A) (D)				of
				Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PLATTEN PETER M 770 NORTH WATER STREET MILWAUKEE, WI 53202	X			

Signatures

Angela M. Peters	02/16/2006
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**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).
- (1) Distribution of shares from Irrevocable Trust to beneficiaries, including 567 shares distributed to Mr. Platten. The distribution to Mr. Platten of his pro rate portion of the shares is exempt from reporting pursuant to Rule 16a-13.

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.