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MARSHALL & ILSLEY CORP/WI/

Form 4

February 16, 2006

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 Check this box Expires:

OMB APPROVAL OMB

3235-0287 Number: January 31,

2005 Estimated average

burden hours per response... 0.5

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

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

obligations

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

2. Issuer Name and Ticker or Trading

MARSHALL & ILSLEY CORP/WI/

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

Symbol

[MI]

1(b).

(Print or Type Responses)

PLATTEN PETER M

1. Name and Address of Reporting Person *

			[1,11]								
(Last) (First) (Middle) 770 NORTH WATER STREET		3. Date of Earliest Transaction (Month/Day/Year) 12/28/2005					_X Director 10% Owner Officer (give title Other (specify below)				
(Street) MILWAUKEE, WI 53202			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			
(City)	(State)	(Zip)	Tab	ole I - Non	-Derivati	ve Seci	urities Acqu	iired, Disposed of	, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deeme Execution any (Month/Da	ed Date, if	3.	4. Securior Dispo (Instr. 3	ities A osed of , 4 and (A) or	cquired (A)	, <u>-</u>	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
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 <u>(1)</u>	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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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(Instr. 3, 4, and 5)

Date Expiration or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

PLATTEN PETER M

770 NORTH WATER STREET X

Signatures

MILWAUKEE, WI 53202

Angela M. 02/16/2006 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).
- (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.

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