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MARSHALL & ILSLEY CORP/WI/

Form 4

January 04, 2007

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

OMB APPROVAL

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

January 31, 2005

0.5

Estimated average burden hours per

response...

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

obligations

Check this box

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. See Instruction

30(h) of the Investment Company Act of 1940

2. Issuer Name and Ticker or Trading

MARSHALL & ILSLEY CORP/WI/

Symbol

[MI]

1(b).

(Print or Type Responses)

PLATTEN PETER M

1. Name and Address of Reporting Person *

(Last)	(First)	(Middle)	3. Date (Month/			Tran	saction			_X_ Director Officer (give t	itle Oth	Owner er (specify
770 NOR	TH WATER STR	EET	12/11/	•					ı	pelow)	below)	
	(Street)		Filed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person					
MILWAU								I	Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Tal	ble I - N	Non-	-Der	ivative Se	ecuriti	ies Acqu	ired, Disposed of,	or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deeme Execution I any (Month/Da	Date, if	3. Transa Code (Instr.	8)	onor l (In	Securities Disposed of str. 3, 4 and	of (D)	` ′	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	12/21/2006			J <u>(1)</u>	V	4,2	289	A	\$0	92,634	D	
Common Stock										2,850	I	1996 Education Trust (Spouse)
Common Stock										5,240	I	1998 Education Trust (Spouse)
										2,230	I	

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Common Stock									1999 Education Trust (Spouse)
Common Stock							1,890	I	2000 Education Trust (Spouse)
Common Stock							1,480	I	2001 Education Trust (Spouse)
Common Stock							800	I	2003 Education Trust
Common Stock	12/29/2006	A	V	350.8035	A	\$ 48.11	61,586.6617	I	401(K) Plan
Common Stock							24,441.483	I	IRA DRP
Common Stock							5,652	I	IRA Spouse
Common Stock							44,583	I	Irrev. Trust
Common Stock	12/11/2006	J <u>(1)</u>	V	42,890	D	\$ 0	0	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. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration Date	Amount of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/Year)	Underlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e	Securities	(Instr. 5)	Bene
	Derivative				Securities	S	(Instr. 3 and 4)		Own
	Security				Acquired				Follo
					(A) or				Repo
					Disposed				Trans
					of (D)				(Instr

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(Instr. 3, 4, and 5)

Date Expiration Date Expiration Title Code V (A) (D)

Exercisable Date Title Of Shares

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

PLATTEN PETER M

770 NORTH WATER STREET X

MILWAUKEE, WI 53202

Signatures

Angela M. 01/04/2007 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) Includes 4,289 shares received in a pro-rata distribution from Peter Platten Properties, Inc. In prior reports, the reporting person disclamed beneficial ownership in excess of his pecuniary interest.

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.

Reporting Owners 3