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MARSHALL & ILSLEY CORP/WI/

Form 4

October 23, 2007

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB 3235-0287

Check this box if no longer

Washington, D.C. 20549

Number: January 31, Expires:

OMB APPROVAL

subject to Section 16. Form 4 or

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

2005 Estimated average burden hours per

Form 5 obligations may continue.

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

response... 0.5

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * ROBERTS JOHN L			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) 770 NORTH V	770 NORTH WATER STREET (Month 10/19 (Street) 4. If A		3. Date of Earliest Transaction (Month/Day/Year) 10/19/2007	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			
MILWAUKEE	E, WI 53202			Form filed by More than One Reporting Person			

(City)	(State)	(Zip) Tal	ble I - Non-	-Derivativ	e Sec	urities .	Acquired, Dispos	ed of, or Bend	eficially Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	ution Date, if TransactionAcquired (A) or Code Disposed of (D)			5. Amount of 6. Securities Ownership Beneficially Form: Owned Direct (D) Following or Indirect Reported (I)		7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Common Stock	10/19/2007		A	3,750	A	\$ 0	89,770	D	
Common Stock							6,595.6511	I	By Retirement Program
Common Stock							7.0923	I	Child
Common Stock							38,578.4715	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	(Month/Day/Year)	Execution Date, if any (Month/Day/Year)	TransactionDerivative Code Securities (Instr. 8) Acquired (A)		Expiration Date (Month/Day/Year)		Underlying Securities (Instr. 3 and 4)	
(msu. 3)	Derivative Security		(Month/Day/Tear)	(msu. o)	or Disposed of (D) (Instr. 3, 4, and 5)				
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Share
Option	\$ 41.96	10/19/2007		A	33,750	10/19/2010(1)	10/19/2017	Common Stock	33,750

Reporting Owners

Reporting Owner Name / Address Relationships

3. Transaction Date 3A. Deemed

Director 10% Owner Officer Other

ROBERTS JOHN L 770 NORTH WATER STREET MILWAUKEE, WI 53202

Senior Vice President

Signatures

1. Title of 2.

Gina M. 10/23/2007 McBride

**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) The options vest annually in three equal installments beginning on October 19, 2008.

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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