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MARSHALL & ILSLEY CORP/WI/

Form 4

November 01, 2006

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287

Expires: January 31, 2005

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Knickerbocker Beth D			2. Issuer Name and Ticker or Trading Symbol MARSHALL & ILSLEY CORP/WI/	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
			[MI]	(Check all applicable)			
(Last) (First) (Middle) 770 NORTH WATER STREET			3. Date of Earliest Transaction (Month/Day/Year) 10/30/2006	Director 10% Owner X Officer (give title Other (specify below) SVP and Chief Risk Officer			
(Street)			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			
MILWAUKE	E, WI 53202			Form filed by More than One Reporting Person			

		i cison							
(City)	(State)	(Zip) 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 Adord Disposed of (Instr. 3, 4 and Amount	(D)	d (A)	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	10/30/2006		A	1,700	A	\$0	5,938.7241	D	
Common Stock	11/01/2006		<u>J(1)</u>	1,738.7241	D	\$0	4,200	D	
Common Stock	11/01/2006		<u>J(1)</u>	1,738.7241	A	\$0	1,738.7241	I	Deferred Compensation
Common Stock							49.515	I	Retirement

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 Derivative Security	(Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Transaction Code (Instr. 8)	orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration Date (Month/Day/Year)		Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Share
Option	\$ 48.07	10/30/2006		A	15,000	10/30/2009(2)	10/30/2016	Common Stock	15,000

Reporting Owners

Reporting Owner Name / Address Relationships

3. Transaction Date 3A. Deemed

Director 10% Owner Officer Other

Knickerbocker Beth D 770 NORTH WATER STREET MILWAUKEE, WI 53202

SVP and Chief Risk Officer

Signatures

1. Title of 2.

Angela M. 11/01/2006 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).
- (2) The options vest annually in three equal installments beginning on October 30, 2007.
- (1) Change in form of ownership from directly held to indirectly held.

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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