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MARSHALL & ILSLEY CORP/WI/

Form 4

October 23, 2007

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

January 31, Expires: 2005

OMB APPROVAL

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Check this box

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)

may continue.

See Instruction

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading DENEEN RYAN R Issuer Symbol MARSHALL & ILSLEY CORP/WI/ (Check all applicable) [MI] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner X_ Officer (give title Other (specify (Month/Day/Year) below) below) 770 NORTH WATER STREET 10/19/2007 Senior Vice President (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting MILWAUKEE, WI 53202 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 7. Nature of Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Ownership Indirect Beneficial (Instr. 3) Code Disposed of (D) Beneficially Form: Ownership (Instr. 3, 4 and 5) Direct (D) (Month/Day/Year) (Instr. 8) Owned (Instr. 4) Following or Indirect Reported (A) Transaction(s) (Instr. 4) or (Instr. 3 and 4) Code V Amount (D) Price Common 10/19/2007 Α 1,800 A \$0 1.800 D Stock Common By Retirement Ι 604.6624 Stock **Program** Common Deferred 9,801.8084 Ι Stock Compensation

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

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number.

5. Number of 6. Date Exercisable and

7. Title and Amount of

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

4.

Security (Instr. 3)	or Exercise Price of Derivative Security	(Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4,	Expiration Date (Month/Day/Year	·)	(Instr. 3 and	
				Code V	and 5) (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Share
Option	\$ 41.96	10/19/2007		A	16,200	10/19/2010(1)	10/19/2017	Common Stock	16,200

Reporting Owners

Reporting Owner Name / Address Relationships

3. Transaction Date 3A. Deemed

Director 10% Owner Officer Other

DENEEN RYAN R 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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