#### Edgar Filing: MARSHALL & ILSLEY CORP/WI/ - Form 4

#### MARSHALL & ILSLEY CORP/WI/

Form 4

October 28, 2004

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

3235-0287

0.5

January 31, Expires: 2005

**OMB APPROVAL** 

Estimated average burden hours per response...

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

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 may continue. See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and A	2. Issuer Name <b>and</b> Ticker or Trading Symbol MARSHALL & ILSLEY CORP/WI/ [MI]					5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)				
(Last) (First) (Middle) 770 NORTH WATER STREET		3. Date of Earliest Transaction (Month/Day/Year) 10/27/2004					Director 10% Owner _X_ Officer (give title Other (specify below) Senior Vice President			
MILWAUI	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				
(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owner.									ially Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	e 2A. Deer Execution		3. Transaction Code (Instr. 8)	4. SecurionAcquirec Disposed (Instr. 3,	ties l (A) o l of (E	or <b>)</b> )	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
Common Stock	10/27/2004			A	2,100	A	\$0	19,747.8546	D	
Common Stock								1,836.3364	I	By Retirement Program
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					SEC 1474 (9-02)

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

Dei Sec	Fitle of rivative curity str. 3)	2. Conversion or Exercise Price of Derivative	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of or Derivative Securities Acquired (A) or Disposed of	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amoun Underlying Securiti (Instr. 3 and 4)	
		Security				(D) (Instr. 3, 4, and 5)				
					Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Share
	ock otion	\$ 41.95	10/27/2004		A	18,750	10/27/2005(1)	10/27/2014	Common Stock	18,750

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

RENARD PAUL J

770 NORTH WATER STREET Senior Vice President

MILWAUKEE, WI 53202

### **Signatures**

Fred M. Hannah 10/28/2004

\*\*Signature of Reporting Person Date

## **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 in three equal installments beginning on October 27, 2005.

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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