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

#### MARSHALL & ILSLEY CORP/WI/

Form 4

October 31, 2006

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** OMB 3235-0287

Number:

Expires:

January 31, 2005

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

Check this box

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue.

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * JUSTILIANO PATRICIA R			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) (First) (Middle) 770 NORTH WATER STREET			3. Date of Earliest Transaction (Month/Day/Year) 10/27/2006						Director 10% Owner X Officer (give title Other (specify below) Senior Vice President			
MILWAU	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 Person					
(City)	(State)	(Zip)	Tal	ole I - No	n-I	Derivative	Secu	rities Ac	quired, Disposed	of, or Benefic	ially Owned	
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year	ned n Date, if Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)  (A) or Code V Amount (D) Price				d of (D) 5)	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	10/27/2006			F		908	D	\$ 47.77	16,059.8357	D		
Common Stock	10/30/2006			A		1,875	A	\$ 0	17,934.8357	D		
Common Stock									5,074.1132	I	By Retirement Program	
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.												
										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)

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transactio	5. Number of orDerivative	6. Date Exercisable and Expiration Date		7. Title and Amount of Underlying Securities	
Security (Instr. 3)	or Exercise Price of Derivative Security	(	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)		(Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option	\$ 48.07	10/30/2006		A	16,875	10/30/2006	10/30/2016	Common Stock	16,875

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

JUSTILIANO PATRICIA R 770 NORTH WATER STREET MILWAUKEE, WI 53202

Senior Vice President

### **Signatures**

Angela M. 10/31/2006 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).

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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