JACOBS BRUCE E

Form 4

November 03, 2006

Check this box

if no longer

subject to

Section 16.

Form 4 or

obligations

may continue.

See Instruction

Form 5

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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 * JACOBS BRUCE E			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) 11/02/2006					_X_ Director 10% Owner Officer (give title below) Other (specify below)					
MILWAU	(Street) KEE, WI 53202			mendment, Ionth/Day/Y	Date Original ear)			6. Individual or Jo Applicable Line) _X_ Form filed by C Form filed by M	one Reporting P	erson			
(City)	(Cit.) (Cit.)							Person Acquired, Disposed of, or Beneficially Owned					
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	•	ed 3. 4. Se Date, if Transaction D Code (Inst ty/Year) (Instr. 8)		4. Securities	curities Acquired (A) sposed of (D) . 3, 4 and 5) (A) or		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)			
Stock Common								10,734.0033	D				
Stock								1,200	I	By Children			
Common Stock								1,200	I	By Wife			
Common Stock	11/02/2006			A	209.1242	A	\$ 47.42	20,018.2567	I	Deferred Compensation Plan			

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

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SEC 1474 (9-02)

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Title and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber Expiration Date		ate	Amount of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securities	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3 and	4)	Own
	Security				Acquired					Follo
					(A) or					Repo
					Disposed					Trans
					of (D)					(Instr
					(Instr. 3,					
					4, and 5)					
								Amoi		
									uiit	
						Date	Expiration	Of Title Numb	h.a.u	
						Exercisable	Date	Title Numl	ber	
				C-J- V	(A) (D)			of		
				Coue v	(A) (D)			Share	es	

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

JACOBS BRUCE E
770 NORTH WATER STREET
X
MILWAUKEE, WI 53202

Signatures

Angela M. Peters 11/03/2006

**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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