

MARSHALL & ILSLEY CORP/WI/  
 Form 4/A  
 December 06, 2006

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

OMB APPROVAL

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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

OMB Number: 3235-0287  
 Expires: January 31, 2005  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**ROBERTS JOHN L**

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**  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**10/30/2006**

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
**Senior Vice President**

**MILWAUKEE, WI 53202**  
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)  
**11/01/2006**

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**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 Acquired (A) or Disposed of (D) (Instr. 3, 4 and 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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	10/30/2006		<u>J(1)</u>		5,167	D	\$ 0
Common Stock	11/01/2006		<u>J(2)</u>		33,877.7448	D	\$ 0
Common Stock					6,394.1784	I	By Retirement Program
Common Stock					7.0923	I	Child
Common Stock	10/30/2006		<u>A(2)</u>		3,750	A	\$ 0
					3,750	I	Deferred Compensation Plan

Common Stock	11/01/2006	J <sup>(2)</sup>	33,877.7448	A	\$ 0	37,627.7448	I	Deferred Compensation Plan
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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 displays a currently valid OMB control number.**

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(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)			
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
						Code	V	(A)	(D)	
Option	\$ 48.07	10/30/2006		A	33,750	10/30/2009 <sup>(3)</sup>	10/30/2016	Common Stock	33,750	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROBERTS JOHN L 770 NORTH WATER STREET MILWAUKEE, WI 53202			Senior Vice President	

## Signatures

Angela M.  
Peters

12/05/2006

                     \*\*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) Over reported shares directly held.
- (3) The options vest annually in three equal installments beginning on October 30, 2007.
- (2) 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.

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