

MARSHALL & ILSLEY CORP/WI/
Form 4
August 30, 2007

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
CHAIT JON F

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)
08/28/2007

Director 10% Owner
 Officer (give title below) Other (specify below)

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

4. If Amendment, Date Original Filed(Month/Day/Year)

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) | (A) or (D) | Price | 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 | 08/28/2007 | | M | 7,500 | A | \$ 25.23 | 7,500 | D | |
| Common Stock | 08/28/2007 | | M | 7,500 | A | \$ 37 | 15,000 | D | |
| Common Stock | 08/28/2007 | | S | 7,500 | D | \$ 43.4141 | 7,500 | D | |
| Common Stock | 08/28/2007 | | S | 7,500 | D | \$ 43.4141 | 0 | D | |
| Common Stock | | | | | | | 36,289.4961 | I | Deferred Compensation Plan |

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| | | | | | | | | | |
|--------------|------------|------------|------------------|-------|---|------|-------|---|--------------|
| Common Stock | 08/29/2007 | 08/06/2007 | J ⁽¹⁾ | 3,600 | D | \$ 0 | 3,000 | I | IRA Accounts |
| Common Stock | 08/29/2007 | 08/22/2007 | J ⁽²⁾ | 3,000 | D | \$ 0 | 0 | I | IRA Accounts |

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 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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|-------------------------------|
| Stock Option | \$ 25.23 | 08/28/2007 | | M | 7,500 | 04/24/2001 04/24/2011 | Common Stock | 7,500 |
| Stock Option | \$ 37 | 08/28/2007 | | M | 7,500 | 04/27/2004 04/27/2014 | Common Stock | 7,500 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| CHAIT JON F 770 NORTH WATER STREET MILWAUKEE, WI 53202 | X | | | |

Signatures

Angela M. Peters 08/29/2007

**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).
Pursuant to a marital settlement agreement, Mr. Chait's ex-spouse has an economic interest in the options granted to Mr. Chait prior to
(3) July 12, 2007. Mr. Chait retains investment power over the options and reports the options in full. Mr. Chait disclaims beneficial ownership of the options in excess of his pecuniary interest.
(1) [Chait's IRA]
(2) Pursuant to a marital settlement agreement dated July 12, 2007, Mr. Chait's shares in his IRA accounts were transferred to his ex-spouse's IRA account.

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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