

MARSHALL & ILSLEY CORP/WI/
Form 4
February 16, 2006

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 *
PLATTEN PETER M

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)
12/28/2005

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) | 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock | 02/14/2006 | | D | 5,000 D \$ 42.9271 | 93,345 | D | |
| Common Stock | | | | | 4,900 | I | 1998 Education Trust (Spouse) |
| Common Stock | | | | | 2,230 | I | 1999 Education Trust (Spouse) |
| | | | | | 1,890 | I | |

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|--------------|------------|--|------------------|-------|---|------------|--------|-------------------------------|--------------|
| Common Stock | | | | | | | | 2000 Education Trust (Spouse) | |
| Common Stock | | | | | | 1,480 | I | 2001 Education Trust (Spouse) | |
| Common Stock | | | | | | 800 | I | 2003 Education Trust | |
| Common Stock | | | | | | 44,184 | I | 401(K) Plan | |
| Common Stock | | | | | | 2,250 | I | Education Trust | |
| Common Stock | 02/14/2006 | | D | 5,000 | D | \$ 42.9271 | 0 | I | IRA |
| Common Stock | | | | | | 24,441.483 | I | IRA DRP | |
| Common Stock | | | | | | 5,652 | I | IRA Spouse | |
| Common Stock | 12/28/2005 | | J ⁽¹⁾ | 1,701 | D | \$ 0 | 44,583 | I | Irrev. Trust |
| Common Stock | | | | | | 78,980 | I | Peter Platten Properties | |
| Common Stock | | | | | | 5,234 | I | Spouse | |

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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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) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|--|--|---|--|---|

