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Form 4

Common

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Stock

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November 01, 2005

OMB APPROVAL UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 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 See Instruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading **HOGAN MARK R** Issuer Symbol MARSHALL & ILSLEY CORP/WI/ (Check all applicable) [MI] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner X_ Officer (give title Other (specify (Month/Day/Year) below) below) 770 NORTH WATER STREET 10/28/2005 SVP & Chief Credit Officer (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting MILWAUKEE, WI 53202 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct Indirect (Instr. 3) Code Disposed of (D) Beneficially (D) or Beneficial (Instr. 3, 4 and 5) Indirect (I) Ownership (Month/Day/Year) (Instr. 8) Owned Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) or (Instr. 3 and 4) V Amount (D) Price Common 10/28/2005 A 2,800 Α \$0 83,161.807 D Stock

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

By Children

Retirement

Program

By Trust

By

I

I

I

3,675

5,488.0243

22,542

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5. Number of 6. Date Exercisable and

SEC 1474 (9-02)

7. Title and Amount of

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

4.

	Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionDerivative		Expiration Date		Underlying Securities	
i	Security	or Exercise		any	Code	Securities	(Month/Day/Year	·)	(Instr. 3 and	4)
((Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A)				
		Derivative				or Disposed of				
		Security				(D)				
						(Instr. 3, 4,				
						and 5)				
							Date Exercisable	Expiration Date	Title	Amount or Number
					Code V	(A) (D)	Duic		of Share	
	Stock Option	\$ 42.82	10/28/2005		A	25,000	10/28/2006(1)	10/28/2016	Common Stock	25,000

Reporting Owners

Reporting Owner Name / Address Relationships

3. Transaction Date 3A. Deemed

Director 10% Owner Officer Other

HOGAN MARK R 770 NORTH WATER STREET MILWAUKEE, WI 53202

SVP & Chief Credit Officer

Signatures

1. Title of 2.

Fred M. Hannah 11/01/2005

**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) The options vest in three equal installments beginning on October 28, 2006.

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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