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MARSHALL & ILSLEY CORP/WI/

Form 4

December 21, 2006

OMB APPROVAL FORM 4 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

2 Jasuar Nama and Tiakar or Trading

(Print or Type Responses)

1. Name and Address of Reporting Person *

1(b).

WIGDALE JAMES B			2. Issuer Name and Ticker or Trading Symbol MARSHALL & ILSLEY CORP/WI/						Issuer (Check all applicable)			
			[MI]						(Cine	en un applicaci	~)	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction					_X_ Director 10% Owner				
770 NORTH WATER STREET			(Month/Day/Year) 12/14/2006						Officer (give title Other (specify below) below)			
	4. If Amer	4. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check					
	Filed(Mon	Filed(Month/Day/Year)						Applicable Line) _X_ Form filed by One Reporting Person				
MILWAUK	EE, WI 53202									More than One Ro		
(City)	(State) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned											
1.Title of	2. Transaction I		Execution Date, if							5. Amount of 6. Ownership 7. Na Securities Form: Direct Indir		
Security (Instr. 3)	(Month/Day/Year)	ar) Execuu any			e, if TransactionAcquired (A) or Code Disposed of (D)			Securities Beneficially	Indirect Beneficial			
		(Month	/Day/Year)	(Instr. 8)		(Instr. 3, 4 and 5)			Owned Following	Indirect (I) (Instr. 4)	Ownership (Instr. 4)	
						(A)			Reported Transaction(s)			
				Code	V	Amount	or (D)	Price	(Instr. 3 and 4)			
Common Stock	12/14/2006			G	V	4,125	D	\$ 0	387,979	D		
Common Stock	12/19/2006			G	V	50	D	\$0	387,929	D		
Common Stock									23,756	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 $\begin{array}{c} {\rm SEC~1474} \\ {\rm (9-02)} \end{array}$

5 Relationship of Reporting Person(s) to

displays a currently valid OMB control

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number.

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 Exerc	cisable and	7. Titl	le and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	ınt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	rlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(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)						
									Amount		
						Date	Expiration		or		
						Exercisable	Date		Number		
						2			of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

WIGDALE JAMES B
770 NORTH WATER STREET X
MILWAUKEE, WI 53202

Signatures

Angela M. 12/18/2006 Peters

**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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