

MARSHALL & ILSLEY CORP/WI/  
Form 8-K  
April 26, 2005

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): April 26, 2005

MARSHALL & ILSLEY CORPORATION

(Exact name of registrant as specified in its charter)

Wisconsin  
(State or other jurisdiction)

1-15403  
(Commission)

39-0968604  
(IRS Employer)

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of incorporation)

File Number)

Identification No.)

770 North Water Street

Milwaukee, Wisconsin

(Address of principal executive offices)

53202

(Zip Code)

Registrant's telephone number, including area code: (414) 765-7801

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Securities Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 8.01.

Other Events.

On April 26, 2005, the board of directors of Marshall & Ilsley Corporation ( M&I ) reconfirmed M&I's share repurchase program. This program gives M&I the ability to purchase annually up to 12 million shares of its issued and outstanding common stock in order to have treasury shares available for employee benefit plans and for other corporate purposes. Purchases under the program may be made in open market or private transactions, in block trades, or in accelerated share repurchase programs or similar facilities.

Also on April 26, 2005, M&I issued a press release announcing events which took place in connection with its 2005 Annual Shareholders Meeting. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01.

Financial Statements and Exhibits.

| <u>Exhibit No.</u> | <u>Description</u>                 |
|--------------------|------------------------------------|
| 99.1               | Press Release dated April 26, 2005 |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: April 26, 2005

MARSHALL & ILSLEY CORPORATION

By: /s/ Randall J. Erickson

Randall J. Erickson

Senior Vice President, General Counsel and

Secretary

EXHIBIT INDEX

| <u>Exhibit No.</u> | <u>Description</u>                 |
|--------------------|------------------------------------|
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