

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

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
Hayford Michael D

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)

3. Date of Earliest Transaction (Month/Day/Year)  
05/25/2007

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Executive VP and COO

770 NORTH WATER STREET

(Street)

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

MILWAUKEE, WI 53202

(City) (State) (Zip)

**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) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
|                                 |                                      |                                                    | Code                           | V Amount (A) or (D) Price                                         |                                                                                               |                                                          |                                                       |
| Common Stock                    | 05/25/2007                           |                                                    | M                              | 22,000 A \$ 22.8                                                  | 37,601                                                                                        | D                                                        |                                                       |
| Common Stock                    | 05/25/2007                           |                                                    | M                              | 12,000 A \$ 25.9063                                               | 49,601                                                                                        | D                                                        |                                                       |
| Common Stock                    | 05/25/2007                           |                                                    | M                              | 16,000 A \$ 30.75                                                 | 65,601                                                                                        | D                                                        |                                                       |
| Common Stock                    | 05/25/2007                           |                                                    | M                              | 36,000 A \$ 31.95                                                 | 101,601                                                                                       | D                                                        |                                                       |
| Common Stock                    | 05/25/2007                           |                                                    | S                              | 66,120 D \$ 48.2716                                               | 35,481                                                                                        | D                                                        |                                                       |

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|              |                          |   |                       |
|--------------|--------------------------|---|-----------------------|
| Common Stock | 3,879.9536               | I | Deferred Compensation |
| Common Stock | 3,375.4883<br><u>(1)</u> | I | Retirement Program    |

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

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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 Derivative 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) | Amount or Number of Shares |  |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|----------------------------|--|
|                                            |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                               | Date Exercisable                                         | Expiration Date                                               | Title                      |  |
| Stock Option                               | \$ 22.8                                                | 05/25/2007                           |                                                    | M                              | 22,000                                                                                  | 12/14/2001 12/14/2011                                    | Common Stock                                                  | 22,000                     |  |
| Stock Option                               | \$ 25.9063                                             | 05/25/2007                           |                                                    | M                              | 12,000                                                                                  | 12/10/1999 12/10/2008                                    | Common Stock                                                  | 12,000                     |  |
| Stock Option                               | \$ 30.75                                               | 05/25/2007                           |                                                    | M                              | 16,000                                                                                  | 12/16/2000 12/19/2009                                    | Common Stock                                                  | 16,000                     |  |
| Stock Option                               | \$ 31.95                                               | 05/25/2007                           |                                                    | M                              | 36,000                                                                                  | 12/20/2002 12/20/2012                                    | Common Stock                                                  | 36,000                     |  |

## Reporting Owners

| Reporting Owner Name / Address                                     | Relationships |           |                      |       |
|--------------------------------------------------------------------|---------------|-----------|----------------------|-------|
|                                                                    | Director      | 10% Owner | Officer              | Other |
| Hayford Michael D<br>770 NORTH WATER STREET<br>MILWAUKEE, WI 53202 |               |           | Executive VP and COO |       |

## Signatures

Angela M. Peters  
05/29/2007  
Date

\_\_Signature of  
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).
- (1) Includes shares acquired under the M&I Corporation's dividend reinvestment plan.

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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