

MARSHALL & ILSLEY CORP/WI/
 Form 4/A
 November 07, 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 *
 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)
 770 NORTH WATER STREET
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 10/30/2006

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

MILWAUKEE, WI 53202

4. If Amendment, Date Original Filed(Month/Day/Year)
 11/01/2006

6. Individual or Joint/Group Filing(Check Applicable Line)
 ___X___ Form filed by One Reporting Person
 ____ Form filed by More than One Reporting Person

(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 (D) Price			
Common Stock	10/30/2006		A	4,200 A \$0	15,601	D ⁽¹⁾	
Common Stock					3,835.4208	I	Deferred Compensation
Common Stock					3,205.1099	I	Retirement Program

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

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