

MARSHALL & ILSLEY CORP/WI/
Form 3
April 27, 2005

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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)

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|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <p>1. Name and Address of Reporting Person *</p> <p>Â Smith Ronald E</p> <p>(Last) (First) (Middle)</p> <p>770 NORTH WATER STREET</p> <p>(Street)</p> <p>MILWAUKEE,Â WIÂ 53202</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>04/26/2005</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>MARSHALL & ILSLEY CORP/WI/ [MI]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner</p> <p><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other</p> <p>(give title below) (specify below)</p> <p>Executive Vice President</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p><input type="checkbox"/> Form filed by More than One Reporting Person</p> |
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Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|----------------------------------------------------------|-------------------------------------------------------------------|----------------------------------------------------------|
| Common Stock | 5,350 | D | Â |
| Common Stock | 4,000 | I | By Children |
| Common Stock | 3,866 | I | By Retirement Program |
| Common Stock | 912 | I | By Employee Stock Purchase Plan |

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

SEC 1473 (7-02)

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

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| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|-----------------------------------------------|-------------------------------------------------------------|-----------------|--------------------------------------------------------------------------------|----------------------------|--------------------------------------------------------|------------------------------------------------------------------------------------|----------------------------------------------------------|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | |
| Stock Option | 12/14/1996 ⁽¹⁾ | 12/14/2005 | Common Stock | 750 | \$ 13.0937 | D | Â |
| Stock Option | 12/12/1997 ⁽²⁾ | 12/12/2006 | Common Stock | 6,000 | \$ 15.9375 | D | Â |
| Stock Option | 06/30/2001 ⁽³⁾ | 06/30/2010 | Common Stock | 9,000 | \$ 20.7578 | D | Â |
| Stock Option | 12/10/1999 ⁽⁴⁾ | 12/10/2008 | Common Stock | 7,500 | \$ 25.9062 | D | Â |
| Stock Option | 12/11/1998 ⁽⁵⁾ | 12/11/2007 | Common Stock | 7,000 | \$ 28.5 | D | Â |
| Stock Option | 10/25/2003 ⁽⁶⁾ | 10/25/2012 | Common Stock | 15,000 | \$ 28.55 | D | Â |
| Stock Option | 12/16/2000 ⁽⁴⁾ | 12/16/2009 | Common Stock | 7,500 | \$ 30.75 | D | Â |
| Stock Option | 12/20/2002 ⁽⁷⁾ | 12/20/2011 | Common Stock | 7,000 | \$ 31.95 | D | Â |
| Stock Option | 10/27/2004 ⁽⁸⁾ | 10/27/2013 | Common Stock | 12,750 | \$ 34.79 | D | Â |
| Stock Option | 10/27/2005 ⁽⁹⁾ | 10/27/2014 | Common Stock | 17,000 | \$ 41.95 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|-----------------------------------------------------------------|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Smith Ronald E 770 NORTH WATER STREET MILWAUKEE, WI 53202 | Â | Â | Â Executive Vice President | Â |

Signatures

Ronald E Smith 04/27/2005
 **Signature of Date
 Reporting Person

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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 December 14, 1996.
- (2) The options vest in three equal installments beginning on December 12, 1997.
- (3) The options vest in three equal installments beginning on June 30, 2001.
- (4) The options vest in three equal installments beginning on December 16, 2000.
- (5) The options vest in three equal installments beginning on December 11, 1998
- (6) The options vest in three equal installments beginning on October 25, 2003.
- (7) The options vest in three equal installments beginning on December 20, 2002.
- (8) The options vest in three equal installments beginning on October 27, 2004.
- (9) The options vest in three equal installments beginning on October 27, 2005.

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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