

Hayford Michael D
 Form 3
 June 22, 2006

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)

1. Name and Address of Reporting Person * Â Hayford Michael D (Last) (First) (Middle) 770 NORTH WATER STREET (Street) MILWAUKEE, Â WI Â 53202 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 06/15/2006	3. Issuer Name and Ticker or Trading Symbol MARSHALL & ILSLEY CORP/WI/ [MI]	4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Executive VP and COO	5. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
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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	11,401	D	Â
Common Stock	3,813.5001	I	Deferred Compensation

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)

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	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Stock Option	12/14/2001	12/14/2010	Common Stock	22,000	\$ 22.8	D	Â
Stock Option	12/10/1999	12/10/2008	Common Stock	12,000	\$ 25.9063 <u>(1)</u>	D	Â
Stock Option	12/11/1998	12/11/2007	Common Stock	12,000	\$ 28.5	D	Â
Stock Option	10/25/2003	10/25/2012	Common Stock	40,000	\$ 28.55	D	Â
Stock Option	12/16/2000	12/16/2009	Common Stock	16,000	\$ 30.75	D	Â
Stock Option	12/20/2002	12/20/2011	Common Stock	36,000	\$ 31.95	D	Â
Stock Option	10/27/2004 ⁽²⁾	10/27/2013	Common Stock	30,000	\$ 34.79	D	Â
Stock Option	10/27/2005 ⁽³⁾	10/27/2014	Common Stock	33,750	\$ 41.95	D	Â
Stock Option	10/28/2006 ⁽⁴⁾	10/28/2015	Common Stock	33,750	\$ 42.82	D	Â

Reporting Owners

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

Signatures

Angela M. Peters 06/22/2006

 **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) Option cost is \$25.90625
- (4) The option vests in three equal installments beginning October 28, 2006.
- (3) The option vests in three equal installments beginning October 27, 2005.
- (2) The options vests in three equal installments beginning on October 27, 2004.

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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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