

MARSHALL & ILSLEY CORP/WI/
Form 8-K/A
December 21, 2004

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K/A
(Amendment No. 1)

CURRENT REPORT

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

Date of Report (Date of earliest event reported): December 17, 2004

MARSHALL & ILSLEY CORPORATION
(Exact name of registrant as specified in its charter)

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| <u>Wisconsin</u> (State or other jurisdiction of incorporation) | <u>1-15403</u> (Commission File Number) | <u>39-0968604</u> (IRS Employer Identification No.) |
| <u>770 North Water Street</u> <u>Milwaukee, Wisconsin</u> (Address of principal executive offices) | | <u>53202</u> (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 9.01. Financial Statements and Exhibits.

On December 17, 2004, Marshall & Ilsley Corporation filed a Current Report on Form 8-K reporting, among other items, the adoption by the Company's Board of Directors of the Marshall & Ilsley Corporation 2005 Executive Deferred Compensation Plan. The purpose of this amendment is to file a corrected version of the Plan.

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

10.4

Marshall & Ilsley Corporation 2005 Executive Deferred Compensation
Plan

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: December 20, 2004

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> |
|--------------------|---|
| 10.4 | Marshall & Ilsley Corporation 2005 Executive Deferred Compensation Plan |