

MARSHALL & ILSLEY CORP/WI/

Form 4

April 05, 2001

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

() Check this box if no longer subject to Section 16.

1. Name and Address of Reporting Person

Happ, Scott T.
 770 North Water Street
 Milwaukee, WI 53202
 USA

2. Issuer Name and Ticker or Trading Symbol

Marshall & Ilsley Corporation (MI)

3. IRS or Social Security Number of Reporting Person (Voluntary)

4. Statement for Month/Year

3/2001

5. If Amendment, Date of Original (Month/Day/Year)

6. Relationship of Reporting Person(s) to Issuer (Check all applicable)

() Director () 10% Owner
 (X) Officer (give title below) () Other (specify below)
 Senior Vice President

7. Individual or Joint/Group Filing (Check Applicable Line)

(X) Form filed by One Reporting Person
 () Form filed by More than One Reporting Person

TABLE I -- Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security	2. Trans- action Date (Month/ Day/ Year)	3. Trans- action Code	4. Securities Acquired (A) or Disposed of (D)	5. Amount Owned End Month
		Code V	Amount A/D Price	
Common Stock	03/12/2001	M	6000 A \$13.3750	
Common Stock	03/12/2001	S	-6000 D \$51.9970	
Common Stock	03/14/2001	M	9000 A \$19.5000	
Common Stock	03/14/2001	S	-9000 D \$51.1956	14460

TABLE II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.	2.	3.	4.	5.	6.	7.	8.
						Title and Amount	
						of Underlying	
						Securities	
	Conversion or			Number of	Date Exercisable		
				Derivative			

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	Exercise			Securities	and Expiration Date		Amount		
	Price of	Transac-	Transac-	Acquired (A)	(Month/Day/Year)		or		
Title of	Deriv-	tion Date	tion Code	Disposed (D)	+-----+-----+		Number	P	
Derivative	ative	(Month/	+-----+--+-----+-----+	Date Exer-	Expira-		of	D	
Security	Security	Day/Year)	Code V (A) (D)	cisable	tion Date	Title	Shares	S	
+-----+	+-----+	+-----+	+-----+	+--+-----+	+-----+	+-----+	+-----+	+-----+	
Stock Option	\$13.375	03/12/2001	M		6000	05/30/1992 05/30/2001	Common	6000	\$
							Stock		
Stock Option	\$19.5	03/14/2001	M		9000	06/09/1993 06/09/2002	Common	9000	\$
							Stock		

Explanation of Responses:

SIGNATURE OF REPORTING PERSON
/s/ Scott T. Happ

DATE
04/05/2001