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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-<br>action<br>Date<br>(Month/<br>Day/<br>Year) | 3. Trans-<br>action<br>Code | 4. Securities Acquired (A)<br>or Disposed of (D) |   |        | 5. Amount<br>Owned<br>End<br>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. |
|----|---------------|----|----|-------------------------|------------------|---|----|
|    | Conversion or |    |    | Number of<br>Derivative | Date Exercisable | Title and Amount<br>of Underlying<br>Securities |    |
|    |               |    |    |                         |                  |   |    |

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

Explanation of Responses:

SIGNATURE OF REPORTING PERSON  
/s/ Scott T. Happ

DATE  
04/05/2001