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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- action Date (Month/ Day/ Year) | 3. Trans- action Code | 4. Securities Acquired (A) or Disposed of (D) | | | 5. Amount of Beneficially Owned at End of 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 |

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 Derivative | Date Exercisable | | |

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

Explanation of Responses:

SIGNATURE OF REPORTING PERSON
/s/ Scott T. Happ

DATE
04/05/2001