MARSHALL & ILSLEY CORP/WI/
Form 15-12G
August 22, 2007

**United States**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**Form 15**

**CERTIFICATION AND NOTICE OF TERMINATION OF REGISTRATION UNDER SECTION 12(g) OF THE SECURITIES EXCHANGE ACT OF 1934 OR SUSPENSION OF DUTY TO FILE REPORTS UNDER SECTIONS 13 AND 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934.**

Commission File Number 1-15403

Marshall & Ilsley Corporation

(Exact name of registrant as specified in its charter)

770 North Water Street, Milwaukee, Wisconsin, 53202; (414)765-7801

(Address, including zip code, and telephone number including area code, or registrant s principal executive offices)

6.50% Common SPACES℠

(Title of each class of securities covered by this Form)

Common Stock - $1.00 par value

(Title of all other classes of securities for which a duty to file reports under Section 13(a) or 15(d) remains)

Please place an X in the box(es) to designate the appropriate rule provision(s) relied upon to terminate or suspend the duty to file reports:

| | | | |
|---|---|---|---|
| Rule 12g-4(a)(1)(i) | x | Rule 12h-3(b)(1)(i) | ¨ |
| Rule 12g-4(a)(1)(ii) | ¨ | Rule 12h-3(b)(1)(ii) | ¨ |
| Rule 12g-4(a)(2)(i) | ¨ | Rule 12h-3(b)(2)(i) | ¨ |
| Rule 12g-4(a)(2)(ii) | ¨ | Rule 12h-3(b)(2)(ii) | ¨ |
| | | Rule 15d-6 | ¨ |

Approximate number of holders of record as of the certification or notice date: None

Pursuant to the requirements of the Securities Exchange Act of 1934, Marshall & Ilsley Corporation has caused this certification/notice to be signed on its behalf by the undersigned duly authorized person.

Date: August 22, 2007

By:

/s/ Randall J. Erickson

Randall J. Erickson

Senior Vice President, Chief Administrative Officer
and General Counsel