O TOOLE ROBERT J

Form 4 September 16, 2002

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, DC 20549

Check this box if no subject to Section 16. Form 4 or Form 5 obligations may

continue. See Instruction 1(b).

(Print or Type Responses)

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 194

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Name and Address of Reporting Person*	2. Issuer Name and Ticker or Trading Symbol			Relationship of Reporting Person(s) to Issuer (Check all applicable)						
O Toole Robert J	Marshall & Ilsley Corporation (MI)			X	Director		10% Owner			
					Officer (give titl below)	е	Other (specify below	ow)		
(Last) (First) (Middle) 770 North Water Street	Number of Month/Day/Year Iorth Water Street Reporting Person, if an entity			7. Individual or Joint/Group Filing (Check Applicable Line)						
	(voluntary)	09-16-2002								
		5. If Amendment Original	X	Form file	n filed by One Reporting Person					
(Street)		(Month/Day/Yea	r)		Form file	led by More than One Reporting Person				
Milwaukee WI 53202										
(City) (State) (Zip)	Table I Non-	Derivative Sec	urities Acc	quired	, Dispos	sed of,	or Beneficially	Owned		
1. Title of Security (Instr. 3)	Date [2A. Deeffradsaction 4. Securities or Dispose Date, (Instr.8) (Instr. 3, 4			D)	of Secur	oun6. Ownership Form: itiesDirect	7. Nature of Indirect Beneficial		
		Code V Month/Day/Year)	Amount	(A) or (D)	Price	Owne Fol Repo Tra	lowing(Instr. 4) (red nsaction(s)	Ownership (Instr. 4)		

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FORM 4 ((continued)					F		Ta								Disposed of, as, convertib
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)		. Deemed Executior Date, if a onth/Day/\	n anv		4. Transac Code (Instr.8)		on 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			6. Date Exercisable and Expiration Date (Month/Day/Year)		,	7. Title and Amount of Underlying Securities (Instr. 3 ar	
							Code	V	(A)	(D)) F	Date Exercisa			piration Date	Title
Phantom Stock Units	1-For-1	09-13-02					A		1.2968		09-	-13-02			1	Common Stock
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Explanation of Responses:

1 None

**Signature of	
Reporting Person	Date

By: Ryan E. Daniels, Attorney-in-fact

O Toole, Robert J

770 North Water Street

Milwaukee WI 53202

Marshall & Ilsley Corporation (MI)

09/09/2002

Report on a separate line for each class of securities beneficially owned directly or Reminder: neport of indirectly.

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations.

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.