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MARSHALL & ILSLEY CORP/WI/

Form 4

December 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

OMB APPROVAL OMB Number: 3235-0287 Expires: January 31, 2005 Estimated average burden hours per response...0.5

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Name and Address of Reporting Person*	2. Issuer Name and Ti	cker or Trading Sy	mbol	Relationship of Reporting Person(s) to Issuer (Check all applicable)						
Wardeberg George E	Marshall & Ilsley	Corporation (N	X	Director		10% Owner				
					Officer (give titl below)	е	Other (specify beli	ow)		
(5.1)										
(Last) (First) (Middle) 770 North Water Street	3. I.R.S. Identification Number of Month/Day/Year Reporting Person, if an entity (voluntary)				7. Individual or Joint/Group Filing (Check Applicable Line)					
	(**************************************	12-16-2								
		5. If Amendment, Date of			Form file	filed by One Reporting Person				
(Street)		Original (Month/Day/Yea		Form filed 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. D 9e⊺mad saction Exe ©otide Date, (Instr.8)				of Secu	oun6. Ownership Form: itiesDirect	7. Nature of Indirect Beneficial		
		Code V Month/Day/Year)	Amount	(A) or (D)	Price	Own Fo Repo Tra	Illowing(Instr. 4) (orted ansaction(s) instr.	Ownership (Instr. 4)		

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FORM 4 ((continued)					L		'1 i ——				ative Securities puts, calls, war		
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	Ш	a. Deemed Execution Date, if an Idonth/Day/Y	n any	Ш	4. Transaction 5. Number of Code Derivative (Instr.8) Securitie Acquired (A) or Disposed of (D) (Instr. 3, and 5)		ative ities red sed 3, 4		6. Date Exercisat and Expiration (Month/Day/Ye	n Date	7. Title and Amount of Underlyinç Securities (Instr. 3 ar	
							Code	V	(A)		D)	Date Exercisable	Expiration Date	Title
Phantom Stock Units	1-For-1	12-13-2002					A		86.3392			12-13-2002	1	Common Stock
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Explanation of Responses:

1 None

**Signature of	
Reporting Person	Date

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

Wardeberg, George E

770 North Water Street

Milwaukee WI 53202

Marshall & Ilsley Corporation (MI)

12-16-2002

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