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MARSHALL & ILSLEY CORP/WI/

Form 4

December 20, 2002

1. Name and Address of Reporting Person
Williams, Jeffrey V.
770 North Water Street
Milwaukee, WI 53202
USA
2. Issuer Name and Ticker or Trading Symbol
M&I Corp-Forms (MI)
3. IRS or Social Security Number of Reporting Person (Voluntary)
4. Statement for Month/Day/Year
12/20/2002
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)	2A.Execu- action Date (Month/ Day/ Year)	3. Trans- action Code	4. Securities Acquired (A) or Disposed of (D) Code V Amount A/D Price	5. Amo Securi Benefi Owned Follow Report Transa
Common Stock					81890
Common Stock					37024
Common Stock					4120

TABLE II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.	2.	3.	3A.	4.	5.	6.	7.	
Title of Derivative Security	Deriv- ative Security	(Month/ Day/ Year)	(Month/ Day/ Year)	Transac- tion Code	V (A) (D)	Number of Derivative Securities Acquired (A) Disposed (D)	Date Exercis- able (Month/Day/Year) Date Exer- tion Date	Title and Amount of Underlying Securities Amount or Number of Shares
Perf.	\$0							