

MARSHALL & ILSLEY CORP/WI/

Form 4

December 20, 2002

1. Name and Address of Reporting Person
 Root, Thomas A.
 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
 Officer (give title below) Other (specify below)
 Senior Vice President
7. Individual or Joint/Group Filing (Check Applicable Line)
 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 | | | | | 6500 |
| Common Stock | | | | | 474.91 |

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) | tion Code | Number of Derivative Securities Acquired(A) Disposed(D) | Date Exercis- able and Expiration Date (Month/Day/Year) | Title and Amount of Underlying Securities Amount or Number of Shares |
| Perf. | \$0 | | | | | | |