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MARSHALL & ILSLEY CORP/WI/
Form 4
December 20, 2002
      1. Name and Address of Reporting Person
         O'Neill, Thomas J.
         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
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1. Title of Security	2.	Trans-	2A	.Execu-	3.	Trans-	4. Securi	ties Acquired	(A)	5.	Amo
		action	1	action		action	or Dis	posed of (D)		Sec	curi
		Date	1	Date		Code				Ber	nefi
			1							Owr	ned
		(Month/	1	(Month/		1				Fol	Llow
		Day/		Day/	+	+		+		+Rep	port
		Year)		Year)	Cod	de V 1	Amount	A/D Price		Tra	ansa
+	+		+		-+	+		++		+	

Common Stock

14866

+	+	+	+	+	.+	+	+	
1.	2.	3.	3A.	4.	5.	6.	7.	
1	l		I	I				
1			I				1	
1						1		
1			I				Title a	ind Amount
1						1	of Unde	erlying
1	Conver-	Trans-	Execu-		Number of	1	Securit	ies
1	sion or	action	tion		Derivative	Date Exercisable	+	+
1	Exercise	Date	Date		Securities	and Expiration Date		Amount
1	Price of			Transac-	Acquired(A)	(Month/Day/Year)		or
Title of	Deriv-	(Month/	(Month/	tion Code	Disposed(D)	+	+	Number
Derivative	ative	Day/	Day/ ·	++	+	+Date Exer- Expira-		of
Security	Security	Year)	Year)	Code V	(A) (D)	cisable tion Dat	e Title	Shares
+	+	+	+	++	++	+	+	+

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

Perf. \$0