

MARSHALL & ILSLEY CORP/WI/

Form 4

December 23, 2002

1. Name and Address of Reporting Person
 Wardeberg, George E.
 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
 12/23/2002
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)
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 |
|----------------------|---|---|-----------------------------|---|---|
|----------------------|---|---|-----------------------------|---|---|

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

| 1. Derivative Security | 2. Deriv- ative Security | 3. Date (Month/ Day/ Year) | 3A. Date (Month/ Day/ Year) | 4. Transac- tion Code | 5. Code (A) (D) | 6. Number of Derivative Securities Acquired (A) Disposed (D) | 7. Date Exer- cisable and Expiration Date (Month/Day/Year) | 8. Date Exer- cisable Expiration Date | 9. Title of Underlying Securities | 10. Amount or Number of Shares |
|------------------------------|-----------------------------------|--|---|--------------------------------|--------------------------|---|---|---|---|---|
| Stock Option | \$25.23 | 12/20/2002 | | G | V | 15000 | 04/24/2001 | 04/24/2011 | Common Stock | 15000 |
| Stock Option | \$33.5 | 12/20/2002 | | G | V | 10000 | 04/27/1999 | 04/27/2008 | Common Stock | 10000 |

Explanation of Responses:

Edgar Filing: MARSHALL & ILSLEY CORP/WI/ - Form 4

SIGNATURE OF REPORTING PERSON
/s/ Ryan E. Daniels

DATE
12/23/2002