

MARSHALL & ILSLEY CORP/WI/  
 Form 5  
 January 21, 2003

FORM 5

UNITED STATES SECURITIES  
 AND EXCHANGE COMMISSION  
 Washington, DC 20549

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

Form 3 Holdings Reported  
 X Form 4 Transactions Reported

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1. Name and Address of Reporting Person*  Hogan Mark R			2. Issuer Name and Ticker or Trading Symbol  Marshall & Ilsley Corporation (MI)			6. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
						<input type="checkbox"/>	Director	<input type="checkbox"/>	10% Owner		
						<input checked="" type="checkbox"/>	Officer (give title below)	<input type="checkbox"/>		Other (specify below)	
						Senior Vice President and Chief Credit Officer					
(Last) (First) (Middle)  770 North Water Street		3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)		4. Statement for Month/Day/Year  12-31-2002		7. Individual or Joint/Group Filing (Check Applicable Line)					
(Street)  Milwaukee WI 53202				5. If Amendment, Date of Original (Month/Day/Year)		<input checked="" type="checkbox"/>	Form filed by One Reporting Person				
						<input type="checkbox"/>	Form filed by More than One Reporting Person				
(City) (State) (Zip)			Table I Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned								
1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		2A. Date of Transaction if any	2B. Transaction Code	3. V	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount or Price	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
						Amount	(A) or (D)	Price	Owned Following Reported Transaction(s) (Instr. 3 and		



