

MARSHALL & ILSLEY CORP/WI/

Form 4

October 29, 2002

FORM 4

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 1940

OMB
APPROVAL
OMB Number:
3235-0287
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(Print or Type Responses)

1. Name and Address of Reporting Person*		2. Issuer Name and Ticker or Trading Symbol		6. Relationship of Reporting Person(s) to Issuer (Check all applicable)											
Root Thomas A		Marshall & Ilsley Corporation (MI)		<table border="1"> <tr> <td></td> <td>Director</td> <td>10% Owner</td> </tr> <tr> <td>X</td> <td>Officer (give title below)</td> <td>Other (specify below)</td> </tr> <tr> <td colspan="3">Senior Vice President and Audit Director</td> </tr> </table>				Director	10% Owner	X	Officer (give title below)	Other (specify below)	Senior Vice President and Audit Director		
	Director	10% Owner													
X	Officer (give title below)	Other (specify below)													
Senior Vice President and Audit Director															
(Last) (First) (Middle)		3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)	4. Statement for Month/Day/Year		7. Individual or Joint/Group Filing (Check Applicable Line)										
770 North Water Street			10-29-2002												
(Street)		5. If Amendment, Date of Original (Month/Day/Year)	X		Form filed by One Reporting Person										
Milwaukee WI 53202					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 (Month/Day/Year)	3. Transaction Code		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Owned or Reported (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)							
Common Stock			Code V	Amount	(A) or (D) Price	6,500 ¹	D								

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Common Stock								474.9184	I	By Children

FORM 4 (continued)		Table II Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)									
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr.8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount
Stock Option	\$28.55	10-25-2002		A		16,000		2	10-25-2012	Common Stock	

Explanation of Responses:

1 The direct and indirect share balances give effect to a 2-for-1 stock split in the form of a stock dividend paid on June 14, 2002

2 The option vests in three equal annual installments beginning on 10-25-2003.

 **Signature of
 Reporting Person

 Date

By: Ryan E. Daniels, Attorney-in-fact

Root, Thomas A.

770 North Water Street

Milwaukee WI 53202

Marshall & Ilsley Corporation (MI)

10/29/2002

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations.

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.