

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. Transaction Date (Month/Day/Year)	2A. Execution Date (Month/Day/Year)	3. Transaction Code	4. Securities Acquired (A) or Disposed of (D)	5. Amount or Price (A/D)	6. Price	7. Report Date
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TABLE II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Derivative Security	2. Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Execution Date (Month/Day/Year)	4. Transaction Code	5. Number of Derivative Securities Acquired (A) or Disposed (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title of Underlying Securities	8. Amount or Number of Underlying Securities
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:

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SIGNATURE OF REPORTING PERSON
/s/ Ryan E. Daniels

DATE
12/23/2002