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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
 Officer (give title below) Other (specify below)
Senior Vice President
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- tion Date (Month/ Day/ Year)	3. Trans- action Code	4. Securities Acquired (A) or Disposed of (D)	5. Amount of Underlying Securities
Common Stock					14866

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

1. Title of Derivative Security	2. Derivative Security Price of	3. (Month/Day/Year)	3A. (Month/Day/Year)	4. Transaction Code	5. Acquired (A) or Disposed (D)	6. Number of Derivative Securities	7. Date Exercisable and Expiration Date (Month/Day/Year)	8. Title of Underlying Securities	9. Amount or Number of Shares
Perf.	\$0								