

MARSHALL & ILSLEY CORP/WI/

Form 4

January 03, 2003

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
 01/03/2003
5. If Amendment, Date of Original (Month/Day/Year)
 12/23/2002
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 | 6. Price | 7. Title | 8. Shares |
|----------------------|--------------------------------------|-------------------------------------|---------------------|---|-----------|----------|----------|-----------|
| | | | | | | | | |

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

| 1. Title of Derivative Security (Inst. 3) | 2. Price of Derivative Security | 3. Conversion or Exercise Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Inst. 8) | 5. Acquisition (A) or Disposition (D) (Inst. 3, 4 and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title of Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|---|---------------------------------|---|--|-------------------------------|--|--|--|-------------------------------|
| Stock | \$33.50 | | | | | 04/27/1999 04/27/2008 | Common | 0 |

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| | | | | | |
|--------|---------|--|-----------------------|--------|-------|
| Option | | | | Stock | |
| Stock | \$25.23 | | 04/24/2001 04/24/2011 | Common | 15000 |
| Option | | | | Stock | |

Explanation of Responses:

1. This amendment is being filed to correct the end period holdings.
The original Form 4 erroneously reported two transactions.

SIGNATURE OF REPORTING PERSON

/s/ Ryan E. Daniels

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

Wardeberg, George E.
770 North Water Street
Milwaukee, WI 53202
Marshall & Ilsley Corporation (MI)

DATE

01/03/2003