

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 or Price | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|----------------------|--------------------------------------|-------------------------------------|---------------------|---|--------------------|--|---|-------------------------------|
|----------------------|--------------------------------------|-------------------------------------|---------------------|---|--------------------|--|---|-------------------------------|

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

| 1. Title of Derivative Security (Instr. 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 (Instr. 8) | 5. Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 6. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 7. Date Exercisable and Expiration Date (Month/Day/Year) | 8. Title and Amount of Underlying Securities (Instr. 3 and 4) | 9. 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