

MARSHALL & ILSLEY CORP/WI/

Form 4

September 25, 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 194

OMB
APPROVAL
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3235-0287
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(Print or Type Responses)

0

1. Name and Address of Reporting Person* Andreas David L	2. Issuer Name and Ticker or Trading Symbol Marshall & Ilsley Corporation (MI)		6. Relationship of Reporting Person(s) to Issuer (Check all applicable) <table border="1"> <tr> <td>☒</td> <td>Director</td> <td>☐</td> <td>10% Owner</td> </tr> <tr> <td>☐</td> <td>Officer (give title below)</td> <td>☐</td> <td>Other (specify below)</td> </tr> </table>				☒	Director	☐	10% Owner	☐	Officer (give title below)	☐	Other (specify below)
☒	Director	☐	10% Owner											
☐	Officer (give title below)	☐	Other (specify below)											
(Last) (First) (Middle) 770 North Water Street (Street) Milwaukee WI 53202	3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)	4. Statement for Month/Day/Year 09-03-2002 5. If Amendment, Date of Original (Month/Day/Year)	7. Individual or Joint/Group Filing (Check Applicable Line) <table border="1"> <tr> <td>☒</td> <td>Form filed by One Reporting Person</td> </tr> <tr> <td>☐</td> <td>Form filed by More than One Reporting Person</td> </tr> </table>				☒	Form filed by One Reporting Person	☐	Form filed by More than One Reporting Person				
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☐	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. Debit Transaction Code	2B. Credit Transaction Code	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) <table border="1"> <tr> <th>Amount</th> <th>(A) or (D)</th> <th>Price</th> </tr> </table>	Amount	(A) or (D)	Price	5. Amount of Securities Directly Owned or Reported (Instr. 3 and	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) Following Transaction(s)	7. Nature of Indirect Beneficial Ownership (Instr. 4)				
Amount	(A) or (D)	Price												

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								4)		
Common Stock	09/03/02		G	V	46,822	D	\$0.00	488,560	I	By Partnership
Common Stock								26,528.21	I	401K
Common Stock	09/03/02		G	V	33,444	A	\$0.00	33,444	I	By Spouse
Common Stock	09/03/02		G	V	33,444	D	\$0.00	0	I	By Spouse

FORM 4 (continued)				Table II ` Derivative Securities Acquired, Disposed of, or Exercised (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 or Number of Shares

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Explanation of Responses:

 **Signature of
 Reporting Person

 Date

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

Andreas, David L.

770 North Water Street

Milwaukee WI 53202

Marshall & Ilsley Corporation (MI)

09/09/2002

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.