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MARSHALL & ILSLEY CORP/WI/

Form 4

December 20, 2002

1. Name and Address of Reporting Person  
 Justiliano, Patricia R.  
 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					120

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

1. Title of Security	2. Deriv- ative Security	3. (Month/ Day/ Year)	3A. (Month/ Day/ Year)	4. Transac- tion Code	5. Acquired (A) Disposed (D)	6. Number of Derivative Securities Acquired (A) Disposed (D)	7. Date Exercis- able (Month/Day/Year)	8. Expira- tion Date	9. Amount of Underlying Securities or Shares
Perf.									\$0