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MARSHALL & ILSLEY CORP/WI/

Form 4/A

April 16, 2002

 Name and Address of Reporting Person Wigdale, James B.
 770 North Water Street Milwaukee, WI 53202

- 2. Issuer Name and Ticker or Trading Symbol Marshall & Ilsley Corporation (MI)
- 3. IRS or Social Security Number of Reporting Person (Voluntary)
- 4. Statement for Month/Year 2/2002 R1
- 5. If Amendment, Date of Original (Month/Day/Year) 02/04/2002
- 6. Relationship of Reporting Person(s) to Issuer (Check all applicable)
 - (X) Director () 10% Owner
 - (X) Officer (give title below) () Other (specify below) Chairman of the Board $\,$
- 7. Individual or Joint/Group Filing (Check Applicable Line)
 - (X) 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

4		4						_
1. Title of Security	2. Trans- action Date	3. Trans-		4. Securities Acquired (A) or Disposed of (D)			l Ber	Amou Secu Bene Owne
	1 2417	++ Code	V 1	Amount	A/D	Price	End	d
Common Stock Common Stock	02/04/2002		,	-1012	D	\$0.0000	312615 11678	

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

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			I	I	1				
		 	 	 	1		 		
		! 			1		 Title a	nd Amount	
1	1	l	I	I	I		of Unde	rlying	
	Conver-		I	Number of			Securit:	ies	
	sion or		I	Derivative	Date Exerci	sable	+	++	
	Exercise	l	I	Securities	and Expirat	ion Date	I	Amount	
	Price of	Transac-	Transac-	Acquired(A)	(Month/Day/	Year)	I	or	
Title of	Deriv-	tion Date	tion Code	Disposed(D)	++		+	Number	Ρ
Derivative	ative	(Month/	+	+	+Date Exer-	Expira-		of	D
Security	Security			(A) (D)			Title	Shares	S
+	+	+	+	+	++		+	++	-

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SIGNATURE OF REPORTING PERSON /s/ James B. Wigdale

DATE 04/16/2002