

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. 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. Amo Securi Benefi Owned Follow Report Transa
				Code V Amount A/D Price	

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

1.	2.	3.	3A.	4.	5.	6.	7.	
Title of Derivative Security (Inst. 3)	Price of Deriv- ative Security	Conver- sion or Exercise Date (Month/ Day/ Year)	Trans- action Date, if any (Month/ Day/ Year)	Deemed Execu- tion Date, if any (Month/ Day/ Year)	Transac- tion Code (Inst.8)	Number of Derivative Securities Acquired (A) or Disposed of (D) (Inst. 3, 4 and 5)	Date Exercis- able and Expiration Date (Month/Day/Year)	Title and Amount of Underlying Securities (Instr. 3 and 4) 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