

MARSHALL &amp; ILSLEY CORP/WI/

Form 4

October 29, 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 1940

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APPROVAL  
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|                                                                                         |                                                                                          |                                                                                                         |                                                                                                                                                                                                                                                                                                                                          |                                                                                     |                                                                                  |                                                          |                                                       |           |                                              |                            |                       |                                                |  |  |
|-----------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------|----------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|-----------|----------------------------------------------|----------------------------|-----------------------|------------------------------------------------|--|--|
| 1. Name and Address of Reporting Person*<br><br>Justiliano Patricia R                   | 2. Issuer Name and Ticker or Trading Symbol<br><br>Marshall & Ilsley Corporation (MI)    |                                                                                                         | 6. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><table border="1"> <tr> <td></td> <td>Director</td> <td>10% Owner</td> </tr> <tr> <td>X</td> <td>Officer (give title below)</td> <td>Other (specify below)</td> </tr> <tr> <td colspan="3">Senior Vice President and Corporate Controller</td> </tr> </table> |                                                                                     |                                                                                  |                                                          | Director                                              | 10% Owner | X                                            | Officer (give title below) | Other (specify below) | Senior Vice President and Corporate Controller |  |  |
|                                                                                         | Director                                                                                 | 10% Owner                                                                                               |                                                                                                                                                                                                                                                                                                                                          |                                                                                     |                                                                                  |                                                          |                                                       |           |                                              |                            |                       |                                                |  |  |
| X                                                                                       | Officer (give title below)                                                               | Other (specify below)                                                                                   |                                                                                                                                                                                                                                                                                                                                          |                                                                                     |                                                                                  |                                                          |                                                       |           |                                              |                            |                       |                                                |  |  |
| Senior Vice President and Corporate Controller                                          |                                                                                          |                                                                                                         |                                                                                                                                                                                                                                                                                                                                          |                                                                                     |                                                                                  |                                                          |                                                       |           |                                              |                            |                       |                                                |  |  |
| (Last) (First) (Middle)<br>770 North Water Street<br><br>(Street)<br>Milwaukee WI 53202 | 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)            | 4. Statement for Month/Day/Year<br>10-29-2002<br><br>5. If Amendment, Date of Original (Month/Day/Year) | 7. Individual or Joint/Group Filing (Check Applicable Line)<br><table border="1"> <tr> <td>X</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>                                                                                                  |                                                                                     |                                                                                  | X                                                        | Form filed by One Reporting Person                    |           | Form filed by More than One Reporting Person |                            |                       |                                                |  |  |
| X                                                                                       | Form filed by One Reporting Person                                                       |                                                                                                         |                                                                                                                                                                                                                                                                                                                                          |                                                                                     |                                                                                  |                                                          |                                                       |           |                                              |                            |                       |                                                |  |  |
|                                                                                         | Form filed by More than One Reporting Person                                             |                                                                                                         |                                                                                                                                                                                                                                                                                                                                          |                                                                                     |                                                                                  |                                                          |                                                       |           |                                              |                            |                       |                                                |  |  |
| (City) (State) (Zip)                                                                    | Table I<br><b>Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b> |                                                                                                         |                                                                                                                                                                                                                                                                                                                                          |                                                                                     |                                                                                  |                                                          |                                                       |           |                                              |                            |                       |                                                |  |  |
| 1. Title of Security (Instr. 3)                                                         | 2. Transaction Date (Month/Day/Year)                                                     | 2A. Debit or Credit Code                                                                                | 3. Transaction Date, if any (Month/Day/Year)                                                                                                                                                                                                                                                                                             | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)<br><br>(A) or (D) | 5. Amount of Securities Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |           |                                              |                            |                       |                                                |  |  |
| Common Stock                                                                            |                                                                                          |                                                                                                         |                                                                                                                                                                                                                                                                                                                                          | Code V Amount Price                                                                 | 120 <sup>1</sup>                                                                 | D                                                        |                                                       |           |                                              |                            |                       |                                                |  |  |

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| FORM 4 (continued)                                  |                                                                    | Table II<br>Derivative Securities Acquired, Disposed of, or Beneficially Owned<br>(e.g., puts, calls, warrants, options, convertible securities) |                                                             |                                     |   |                                                                                                                |     |                                                                |                    |                                                                           |        |
|-----------------------------------------------------|--------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------|-------------------------------------|---|----------------------------------------------------------------------------------------------------------------|-----|----------------------------------------------------------------|--------------------|---------------------------------------------------------------------------|--------|
| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction<br>Date<br>(Month/Day/Year)                                                                                                       | 3A. Deemed<br>Execution<br>Date, if any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr.8) |   | 5. Number of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3, 4<br>and 5) |     | 6. Date Exercisable<br>and Expiration Date<br>(Month/Day/Year) |                    | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) |        |
|                                                     |                                                                    |                                                                                                                                                  |                                                             | Code                                | V | (A)                                                                                                            | (D) | Date<br>Exercisable                                            | Expiration<br>Date | Title                                                                     | Amount |
| Stock Option                                        | \$28.55                                                            | 10-25-2002                                                                                                                                       |                                                             | A                                   |   | 23,000                                                                                                         |     | 2                                                              | 10-25-2012         | Common<br>Stock                                                           |        |
|                                                     |                                                                    |                                                                                                                                                  |                                                             |                                     |   |                                                                                                                |     |                                                                |                    |                                                                           |        |
|                                                     |                                                                    |                                                                                                                                                  |                                                             |                                     |   |                                                                                                                |     |                                                                |                    |                                                                           |        |
|                                                     |                                                                    |                                                                                                                                                  |                                                             |                                     |   |                                                                                                                |     |                                                                |                    |                                                                           |        |
|                                                     |                                                                    |                                                                                                                                                  |                                                             |                                     |   |                                                                                                                |     |                                                                |                    |                                                                           |        |
|                                                     |                                                                    |                                                                                                                                                  |                                                             |                                     |   |                                                                                                                |     |                                                                |                    |                                                                           |        |
|                                                     |                                                                    |                                                                                                                                                  |                                                             |                                     |   |                                                                                                                |     |                                                                |                    |                                                                           |        |
|                                                     |                                                                    |                                                                                                                                                  |                                                             |                                     |   |                                                                                                                |     |                                                                |                    |                                                                           |        |

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Explanation of Responses:

1 The share balances give effect to a 2-for-1 stock split in the form of a stock dividend paid on June 14, 2002

2 The option vests in three equal annual installments beginning on 10-25-2003.

\_\_\_\_\_  
 \*\*Signature of  
 Reporting Person

\_\_\_\_\_  
 Date

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

Justiliano, Patricia R.

770 North Water Street

Milwaukee WI 53202

Marshall & Ilsley Corporation (MI)

10/29/2002

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.