

MARSHALL & ILSLEY CORP/WI/  
Form 8-K  
January 14, 2004

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): January 14, 2004

MARSHALL & ILSLEY CORPORATION  
(Exact name of registrant as specified in its charter)

|  |   |   |
|--|---|---|
| <u>Wisconsin</u><br>(State or other jurisdiction<br>of incorporation)                              | <u>1-15403</u><br>(Commission<br>File Number) | <u>39-0968604</u><br>(IRS Employer<br>Identification No.) |
| <u>770 North Water Street<br/>Milwaukee, Wisconsin</u><br>(Address of principal executive offices) |   | <u>53202</u><br>(Zip Code)                                |

Registrant's telephone number, including area code: (414) 765-7801

Item 7. Exhibits.

| <u>Exhibit No.</u> | <u>Description</u>                   |
|--------------------|--------------------------------------|
| 99.1               | Press Release dated January 14, 2004 |

This exhibit is furnished pursuant to Item 12 and shall not be deemed to be "filed."

Item 12. Results of Operations and Financial Condition

On January 14, 2004, Marshall & Ilsley Corporation issued a press release announcing its results of operations for the quarter and year ended December 31, 2003. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

The information in this Report, including Exhibit 99.1, shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liability of that section, nor shall it be deemed to be incorporated by reference in any filing under the Securities Act of 1933 or the Securities Exchange Act of 1934, regardless of any general incorporation language in such filing.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this Report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: January 14, 2004

MARSHALL & ILSLEY CORPORATION

By: /s/ Randall J. Erickson

Randall J. Erickson  
Senior Vice President, General Counsel and  
Secretary

EXHIBIT INDEX

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