

MARSHALL & ILSLEY CORP/WI/
Form 5
October 31, 2002

FORM 5

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

OMB APPROVAL
OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response...0.5

(Print or Type Responses)

1. Name and Address of Reporting Person* Platten Peter M		2. Issuer Name and Ticker or Trading Symbol Marshall & Ilsley Corporation (MI)		6. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
				<input checked="" type="checkbox"/>	Director	10% Owner			
					Officer (give title below)	Other (specify below)			
(Last) (First) (Middle) 770 North Water Street	3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)	4. Statement for Month/Day/Year 10-30-2002		7. Individual or Joint/Group Filing (Check Applicable Line)					
(Street) Milwaukee WI 53202		5. If Amendment, Date of Original (Month/Day/Year) 02/13/01		<input checked="" type="checkbox"/>	Form filed by One Reporting Person				
					Form filed by More than One Reporting Person				
(City) (State) (Zip)	Table I								
Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned									
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)			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	12/15/00	G		V	Amount	Price	90,480	D	

Common Stock							2,617	I	Spouse
Common Stock							42,890	I	Peter Platten Properties
Common Stock							2,826	I	IRA Spouse
Common Stock	6/29/00		R		94.186	A	\$0	I	IRA Drip
Common Stock	6/29/00		R		102.567	A	\$0	I	IRA Drip
Common Stock	11/30/00		R		96.226	A	\$0	I	IRA Drip
Common Stock	12/26/00		R		107.391	A	\$0 18,612.405	I	IRA Drip
Common Stock							22,092	I	401(K) Plan
Common Stock							24,266	I	Irrev. Trust

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			<input checked="" type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
			<input type="checkbox"/> Officer (give title below)	<input type="checkbox"/> Other (specify below)
(Last) (First) (Middle) 770 North Water Street	3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)	4. Statement for Month/Day/Year 10-30-2002	7. Individual or Joint/Group Filing (Check Applicable Line)	
(Street)		5. If Amendment, Date of Original (Month/Day/Year)	<input checked="" type="checkbox"/>	Form filed by One Reporting Person
			<input type="checkbox"/>	Form filed by More than One Reporting Person

Milwaukee WI 53202 02/13/01

Table I
Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially 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)
			Code	V	Amount	(A) or (D)	Price
Common Stock					64,639	I	Family Trust
Common Stock					9,585	I	IRA
Common Stock					1,140	I	1998 Education Trust (Spouse)
Common Stock					685	I	Education Trust
Common Stock					375	I	1999 Education Trust (spouse)
Common Stock					205	I	2000 Education Trust (Spouse)

Table II
Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)

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				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Stock Option	\$25.21875	06/30/00		G			10,000	04/25/00	04/25/10	Common Stock

Explanation of Responses:

 **Signature of Reporting Person

 Date

By: Ryan E. Daniels, Attorney-in-fact
 Platten, Peter M
 770 North Water Street
 Milwaukee WI 53202
 Marshall & Ilsley Corporation (MI)
 10/30/2002

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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* 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.