

MARSHALL & ILSLEY CORP/WI/

Form 4/A

April 16, 2002

1. Name and Address of Reporting Person  
Wigdale, James B.  
770 North Water Street  
Milwaukee, WI 53202  
USA
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)  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chairman of the Board
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)	3. Trans- action Code  V	4. Securities Acquired (A) or Disposed of (D)			5. Amou Secu Bene Owne End Mont
			Amount	A/D	Price	
Common Stock	02/04/2002	G	-1012	D	\$0.0000	312615
Common Stock						11678

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

1.	2.	3.	4.	5.	6.	7.	8.
Title of Derivative Security	Conver- sion or Exercise Price of Deriv- ative Security	Transac- tion Date (Month/ Day/Year)	Transac- tion Code  V	Number of Derivative Securities Acquired (A)   (D)	Date Exercisable and Expiration Date (Month/Day/Year)	Title and Amount of Underlying Securities Amount or Number of Shares	8

Explanation of Responses:

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SIGNATURE OF REPORTING PERSON  
/s/ James B. Wigdale

DATE  
04/16/2002