#### O TOOLE ROBERT J

Form 4 December 04, 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).

(Print or Type Responses)

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

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Name and Address of Reporting Person*	2. Issuer Name <b>and</b> Ti	cker or Trading Sy	Relationship of Reporting Person(s) to Issuer     (Check all applicable)								
O Toole Robert J	Marshall & Ilsley	Corporation (N	X	Director		10% Owner					
					Officer (give titl below)	е	Other (specify below	ow)			
(1 - a) (5 - a) (Af dalla)	O LD O Martification	1.000									
(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  12-04-2002  5. If Amendment, Date of				7. Individual or Joint/Group Filing (Check Applicable Line)						
					Form file	orm filed by One Reporting Person					
(Street)		Original (Month/Day/Yea		Form filed by More than One Reporting Person							
Milwaukee WI 53202											
(City) (State) (Zip)	Table I Non-	Derivative Sec	urities Acc	quired	, Dispos	sed of	, or Beneficially	Owned			
1. Title of Security (Instr. 3)	Date [	2A. D <b>êe≣mad</b> saction Exe <b>©utide</b> Date, (Instr.8)	4. Securities or Dispos (Instr. 3, 4	sed of ([	D) ` _	of Form: SecuritiesDirect		7. Nature of Indirect Beneficial			
		Code V Month/Day/Year)	Amount	(A) or (D)	Price	Own Fo Repo Tra	ollowing(Instr. 4) 'n orted ansaction(s)	Ownership (Instr. 4)			

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FORM 4	(continued)		,		1			T	`able II`			ative Securit			
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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date  (Month/Day/Year)	Ш	Deemed Execution Date, if ar onth/Day/Y	on anv		4. Transaction 5. Number Code Derivativ (Instr.8) Securitie Acquired (A) or Disposed of (D) (Instr. 3, and 5)		vative urities uired or osed o) r. 3, 4	e s	and Expiration Day (Month/Day/Year		ate	7. Title and Amount of Underlying Securities (Instr. 3 ar	
							Code	V	(A)	(	(D)	Date Exercisabl		Expiration Date	Title
Phantom Stock Units	1-For-1	12-03-2002					A		53.3808			12-03-2002		1	Common Stock
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Explanation of Responses:

1 None

**Signature of	
Reporting Person	Date

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

O Toole, Robert J

770 North Water Street

Milwaukee WI 53202

Marshall & Ilsley Corporation (MI)

12-04-2002

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).
- $** \quad \text{Intentional misstatements or omissions of facts constitute Federal Criminal Violations}.\\$

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.