

MELLOWES JOHN A
Form 4
January 03, 2003

FORM 4

UNITED STATES SECURITIES
AND EXCHANGE COMMISSION
Washington, DC 20549

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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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)

1. Name and Address of Reporting Person*		2. Issuer Name and Ticker or Trading Symbol		6. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
Mellowes John A		Marshall & Ilsley Corporation (MI)		<input checked="" type="checkbox"/>	Director	10% Owner	
					Officer (give title below)	Other (specify below)	
(Last) (First) (Middle)	3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)	4. Statement for Month/Day/Year		7. Individual or Joint/Group Filing (Check Applicable Line)			
770 North Water Street		01-02-2003					
(Street)		5. If Amendment, Date of Original (Month/Day/Year)		<input checked="" type="checkbox"/>	Form filed by One Reporting Person		
Milwaukee WI 53202					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. Date of Transaction if Executed (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Owned or Reported (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
		any (Month/Day/Year)	Code	V	Amount (A) or (D)	Price	

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FORM 4 (continued)		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)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title		
Phantom Stock Units	1-For-1	01-02-03		A				106.7927		01-02-03	(1)	Common Stock

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Explanation of Responses:

1 None

2 This Form 4 corrects and updates the end period holdings for Phantom Stock Units. Forms filed since September 2002 were based on incorrect information.

**Signature of
Reporting Person

Date

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

Mellowes, John A.

770 North Water Street

Milwaukee WI 53202

Marshall & Ilsley Corporation (MI)

01-03-2003

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.