MELLOWES JOHN A
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

0

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

1. Name and Address of Reporting Person* Mellowes John A	2. Issuer Name **and** Ticker or Trading Symbol Marshall & Ilsley Corporation (MI)	6. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
		X	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 12-04-2002	7. Individual or Joint/Group Filing (Check Applicable Line)	
(Street)		5. If Amendment, Date of Original (Month/Day/Year)	X	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. 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	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			

1

							4)			
							2,000	D		
							1,200	I		By Trust

FORM 4 (continued)				Table II ` Derivative Securities Acquired, Disposed of,						
				(*e.g.*, puts, calls, warrants, options, convertib						
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 an	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Phantom Stock Units	1-For-1	12-03-2002		A		53.3808		12-03-2002	[1]	Common Stock

2

Explanation of Responses:

1 None

_____
**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)

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).

** 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, s*ee* Instruction 6 for procedure.