URDAN JAMES A Form 4 January 03, 2003

UNITED STATES SECURITIES AND EXCHANGE COMMISSION FORM 4 Washington, DC 20549 OMB APPROVAL STATEMENT OF CHANGES IN Check this box if no OMB Number: longer **BENEFICIAL OWNERSHIP** 3235-0287 subject to Section 16. Expires: January Form 4 or 31, 2005 Form 5 obligations Filed pursuant to Section 16(a) of may continue. Estimated average the Securities Exchange Act of See Instruction 1(b). burden 1934, Section 17(a) of the Public hours per Utility Holding Company Act of response...0.5 1935 or Section 30(h) of the (Print or Type Responses) Investment Company Act of 1940 1. Name and Address of 2. Issuer Name and Ticker or Trading Symbol 6. Relationship of Reporting Person(s) to Issuer (Check all applicable) **Reporting Person*** Marshall & Ilsley Corporation (MI) Urdan James A Director 10% Owner Х Officer Other (specify below) (give title below) 3. I.R.S. Identification (Last) (First) (Middle) 4. Statement for Number of Month/Day/Year Reporting Person, 7. Individual or Joint/Group Filing (Check Applicable Line) 770 North Water Street if an entity 01-02-2003 (voluntary) 5. If Amendment, Date of Form filed by One Reporting Person Х Original (Month/Day/Year) (Street) Form filed by More than One Reporting Person Milwaukee WI 53202 Table I (City) (State) (Zip) Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 2A. Deermad saction 4. Securities Acquired (A) 5. Amoun6. Ownership 7. Nature of 1. Title of Security 2. Transaction (Instr. 3) Date Executide or Disposed of (D) Form: Indirect of Date, (Instr.8) (Instr. 3, 4 and 5) SecuritiesDirect Beneficial (Month/Day/Year) Beneficial() or Ownership Owned Indirect (I) any Following(Instr. 4) (Instr. 4) (Month/Day/Year) Reported Transaction(s) (Instr. 3 and (A) or 4)

Code

Amount

Price

(D)

Edgar Filing: URDAN JAMES A - Form 4

								Table II			
continued)	` Derivative Securities Acquired, Disposed of, or Beneficially Owned (<i>e.g.</i> , puts, calls, warrants, options, convertible securities)										
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 o Underlyir Securitie (Instr. 3 a		
			Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title		
1-For-1	01-02-03		A		195.7867		01-02-03	(1)	Common Stock		
						F			<u> </u>		
				\mid	'				<u> </u>		
	or Exercise Price of Derivative Security	2. Conversion or Exercise Price of Derivative Security 3. Transaction Date (Month/Day/Year)	2. Conversion or Exercise Price of Derivative Security 3. Transaction Date 3A. Deemed Execution Date, if any (Month/Day/Year) Security (Month/Day/Year) (Month/Day/Year)	2. Conversion or Exercise Price of Derivative Security 3. Transaction Date (Month/Day/Year) 3A. Deemed Execution Date, if any (Month/Day/Year) 4. Trans Code (Instr. 2. Conversion or Exercise Price of Derivative Security 3. Transaction Date (Month/Day/Year) 3A. Deemed Execution Date, if any (Month/Day/Year) 4. Trans Code (Instr.	2. Conversion or Exercise Price of Derivative Security 3. Transaction Date (Month/Day/Year) 3A. Deemed Execution Date, if any (Month/Day/Year) 4. Transactior Code (Instr.8) 2. Conversion or Exercise Price of Derivative Security 3. Transaction Date (Month/Day/Year) 3A. Deemed Execution Date, if any (Month/Day/Year) 4. Transactior Code (Instr.8) 2. Conversion or Exercise Price of Derivative Security 3. Transaction Date (Month/Day/Year) 3A. Deemed Execution Date, if any (Month/Day/Year) 4. Transactior Code (Instr.8) 2. Conversion Date Month/Day/Year) Month/Day/Year) 4. Transaction Code 1	Derivative Securities Acquired, Disposed of, or Beneficially Ov (e.g., puts, calls, warrants, options, convertible securities)2. Conversion or Exercise Price of Derivative Security3. Transaction Date (Month/Day/Year)3A. Deemed Execution Date, if any (Month/Day/Year)4. Transaction Code (Instr.8)5. Number Derivati Securiti Acquire (Instr.8)2. Conversion or Exercise Price of Derivative Security3. Transaction Date (Month/Day/Year)3A. Deemed Execution Date, if any (Month/Day/Year)4. Transaction Code (Instr.8)5. Number Derivati Securiti Acquire (A) or Dispose of (D) (Instr. 3) and 5)1-For-101-02-0301-02-03AI	Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)2. Conversion or Exercise Price of Derivative Security3. 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)1-For-101-02-03Image: Comparison of the securities of	2. Conversion or Exercise Price of Derivative Securities 3A. Deemed Execution Date (instruction on Date (instruction on Date)) 3A. Deemed Execution Date (instruction on Date), if any (Month/Day/Year) 5. Number of Derivative Securities Acquired (A) or Disposed of (O) (Instr. 3, 4) 6. Date Exercise (Month/Day/Year) Security Month/Day/Year) Month/Day/Year) 4. Transaction Date, if any (Month/Day/Year) 5. Number of Derivative Securities Acquired (A) or Disposed of (O) (Instr. 3, 4) 6. Date Exercised (Month/Day/Year) Image: The security Month/Day/Year) Month/Day/Year) Month/Day/Year) 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4) 6. Date Exercised (Month/Day/Year) Image: The security Month/Day/Year) Month/Day/Year) Month/Day/Year) Image: The securities Acquired (A) or Disposed of (D) (Instr. 3, 4) Month/Day/Year) Image: The security Month/Day/Year) Month/Day/Year) Month/Day/Year) Month/Day/Year) Month/Day/Year) Month/Day/Year) Image: The security Month/Day/Year) Month/Day/Year) Month/Day/Year) Month/Day/Year) Month/Day/Year) Month/Day/Year) Month/Day/Year) Month/Day/Year) Image: The security Month/Day/Year) Month/Day/Year) Month/Day/Year) Month/Day/Year) Month/Day/Year) Month/Day	Continued) Derivative Securities Acquired, Disposed of, or Beneficially Ownersions, convertible securities Securi		

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

Urdan, James A.

770 North Water Street

Milwaukee WI 53202

Marshall & Ilsley Corporation (MI)

01-03-2003

 $Reminder: \begin{array}{l} \text{Report on a separate line for each class of securities beneficially owned directly or indirectly.} \end{array} \\$

- * 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.