

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)
(X) Director () 10% Owner
(X) Officer (give title below) () Other (specify below)
Chairman of the Board
7. Individual or Joint/Group Filing (Check Applicable Line)
(X) 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 | Deriv- ative Security | Transac- tion Date (Month/ Day/Year) | Transac- tion Code V | Acquired (A) (D) | Derivative Securities (A) (D) | Date Exercis- able (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