

MARSHALL &amp; ILSLEY CORP/WI/

Form 4

April 02, 2003

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).

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  
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(Print or Type Responses)

0

|                                                                                                 |                                                                                              |                                                           |                                                                                                                                                                                                                                                                                                                                                                                                    |                                                                                            |                                                                                                                |                                                                                                                                     |          |                          |           |                          |                               |                          |                       |
|-------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------|-----------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------|----------|--------------------------|-----------|--------------------------|-------------------------------|--------------------------|-----------------------|
| <b>1. Name and Address of Reporting Person*</b><br><br>Schaefer Robert A                        | <b>2. Issuer Name and Ticker or Trading Symbol</b><br><br>Marshall & Ilsley Corporation (MI) |                                                           | <b>6. Relationship of Reporting Person(s) to Issuer</b><br>(Check all applicable) <table border="1"> <tr> <td><input checked="" type="checkbox"/></td> <td>Director</td> <td><input type="checkbox"/></td> <td>10% Owner</td> </tr> <tr> <td><input type="checkbox"/></td> <td>Officer<br/>(give title below)</td> <td><input type="checkbox"/></td> <td>Other (specify below)</td> </tr> </table> |                                                                                            |                                                                                                                | <input checked="" type="checkbox"/>                                                                                                 | Director | <input type="checkbox"/> | 10% Owner | <input type="checkbox"/> | Officer<br>(give title below) | <input type="checkbox"/> | Other (specify below) |
| <input checked="" type="checkbox"/>                                                             | Director                                                                                     | <input type="checkbox"/>                                  | 10% Owner                                                                                                                                                                                                                                                                                                                                                                                          |                                                                                            |                                                                                                                |                                                                                                                                     |          |                          |           |                          |                               |                          |                       |
| <input type="checkbox"/>                                                                        | Officer<br>(give title below)                                                                | <input type="checkbox"/>                                  | Other (specify below)                                                                                                                                                                                                                                                                                                                                                                              |                                                                                            |                                                                                                                |                                                                                                                                     |          |                          |           |                          |                               |                          |                       |
| (Last) (First) (Middle)<br><br>770 North Water Street<br><br>(Street)<br><br>Milwaukee WI 53202 | <b>3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)</b>         | <b>4. Statement for Month/Day/Year</b><br><br>04-01-2003  | <b>7. Individual or Joint/Group Filing (Check Applicable Line)</b>                                                                                                                                                                                                                                                                                                                                 |                                                                                            |                                                                                                                |                                                                                                                                     |          |                          |           |                          |                               |                          |                       |
|                                                                                                 |                                                                                              | <b>5. If Amendment, Date of Original (Month/Day/Year)</b> | <input checked="" type="checkbox"/>                                                                                                                                                                                                                                                                                                                                                                | Form filed by One Reporting Person<br><br>Form filed by More than One Reporting Person     |                                                                                                                |                                                                                                                                     |          |                          |           |                          |                               |                          |                       |
| (City) (State) (Zip)                                                                            | <b>Table I Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>        |                                                           |                                                                                                                                                                                                                                                                                                                                                                                                    |                                                                                            |                                                                                                                |                                                                                                                                     |          |                          |           |                          |                               |                          |                       |
| <b>1. Title of Security (Instr. 3)</b>                                                          | <b>2. Transaction Date (Month/Day/Year)</b>                                                  | <b>2A. Date of Transaction if any (Month/Day/Year)</b>    | <b>2B. Date of Exercise (Instr. 8)</b>                                                                                                                                                                                                                                                                                                                                                             | <b>4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)</b><br><br>(A) or (D) | <b>5. Amount of Securities Directly or Indirectly Owned Following Reported Transaction(s) (Instr. 3 and 4)</b> | <b>6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</b><br><br><b>7. Nature of Indirect Beneficial Ownership (Instr. 4)</b> |          |                          |           |                          |                               |                          |                       |
|                                                                                                 |                                                                                              |                                                           |                                                                                                                                                                                                                                                                                                                                                                                                    | Code V Amount Price                                                                        |                                                                                                                |                                                                                                                                     |          |                          |           |                          |                               |                          |                       |

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| FORM 4 (continued)                                  |                                                                    | Table II ` Derivative Securities Acquired, Disposed of,<br>(e.g., puts, calls, warrants, options, convertib |                                                             |                                     |   |                                                                                                                |     |                                                                |                    |                                                                           |
|-----------------------------------------------------|--------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------|-------------------------------------|---|----------------------------------------------------------------------------------------------------------------|-----|----------------------------------------------------------------|--------------------|---------------------------------------------------------------------------|
| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction<br>Date<br>(Month/Day/Year)                                                                  | 3A. Deemed<br>Execution<br>Date, if any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr.8) |   | 5. Number of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3, 4<br>and 5) |     | 6. Date Exercisable<br>and Expiration Date<br>(Month/Day/Year) |                    | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) |
|                                                     |                                                                    |                                                                                                             |                                                             | Code                                | V | (A)                                                                                                            | (D) | Date<br>Exercisable                                            | Expiration<br>Date |                                                                           |
| Phantom<br>Stock<br>Units                           | 1-for-1                                                            | 04-01-2003                                                                                                  |                                                             | A                                   |   | 57.2082                                                                                                        |     | 04-01-2003                                                     | 1                  | Common<br>Stock                                                           |
|                                                     |                                                                    |                                                                                                             |                                                             |                                     |   |                                                                                                                |     |                                                                |                    |                                                                           |
|                                                     |                                                                    |                                                                                                             |                                                             |                                     |   |                                                                                                                |     |                                                                |                    |                                                                           |
|                                                     |                                                                    |                                                                                                             |                                                             |                                     |   |                                                                                                                |     |                                                                |                    |                                                                           |
|                                                     |                                                                    |                                                                                                             |                                                             |                                     |   |                                                                                                                |     |                                                                |                    |                                                                           |
|                                                     |                                                                    |                                                                                                             |                                                             |                                     |   |                                                                                                                |     |                                                                |                    |                                                                           |
|                                                     |                                                                    |                                                                                                             |                                                             |                                     |   |                                                                                                                |     |                                                                |                    |                                                                           |
|                                                     |                                                                    |                                                                                                             |                                                             |                                     |   |                                                                                                                |     |                                                                |                    |                                                                           |

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Explanation of Responses:

1 None

\_\_\_\_\_  
**\*\*Signature of  
Reporting Person**

\_\_\_\_\_  
Date

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

Schaefer, Robert A

770 North Water Street

Milwaukee WI 53202

Marshall & Ilsley Corporation (MI)

04-02-2003

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.