

KELLNER TED D  
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 <b>and</b> Ticker or Trading Symbol		6. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
Kellner Ted D.		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)	<b>Table I</b>							
<b>Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>								
1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Date of Transaction if any (Month/Day/Year)	3. Code		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Owned Reported (Instr. 3 and 4)	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	


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				142.3903		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

Kellner, Ted D.

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.