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MARSHALL & ILSLEY CORP/WI/  
Form SC 13G/A  
February 12, 2002

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

Schedule 13G  
Under the Securities Exchange Act of 1934  
(Amendment No. 21)

Marshall & Ilsley Corporation

\_\_\_\_\_  
(Name of Issuer)

Common Stock

\_\_\_\_\_  
(Title of Class of Securities)

571834100

\_\_\_\_\_  
(CUSIP Number)

December 31, 2001  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)  
 Rule 13d-(c)  
 Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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- 1) Name of Reporting Person  
S.S. or I.R.S. Identification No. of Reporting Person:

MARSHALL & ILSLEY CORPORATION, I.D. No. 39-0452805

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- 2) Check the Appropriate Box if a Member of a Group (See Instructions):  
(a)  [ ]  
(b)  [ ]

3) SEC Use Only

4) Citizenship or Place of Organization: Wisconsin

Number of Shares Beneficially Owned by Each Reporting Person With:

- 5) Sole Voting Power: 1,307,112  
6) Shared Voting Power: 6,176,500\*  
7) Sole Dispositive Power: 2,443,202  
8) Shared Dispositive Power: 6,784,696\*  
9) Aggregate Amount Beneficially Owned by Each Reporting Person: 9,227,898\*

\*Beneficial ownership of 5,768,723 shares is specifically disclaimed.  
See Item 4.

10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions): N/A

11) Percent of Class Represented by Amount in Row 9: 8.74%

12) Type of Reporting Person (See Instructions): HC

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Item 1(a). Name of Issuer: Marshall & Ilsley Corporation

Item 1(b). Address of Issuer's Principal Executive Offices:

770 North Water Street  
Milwaukee, Wisconsin 53202

Item 2(a). Name of Person Filing:

Marshall & Ilsley Corporation

Item 2(b). Address or Principal Business Office or, if none, Residence:

770 North Water Street  
Milwaukee, Wisconsin 53202

Item 2(c). Citizenship: Wisconsin Corporation

Item 2(d). Title of Class of Securities: Common Stock

Item 2(e). CUSIP Number: 571834100

Item 3. If this statement is filed pursuant to rules 13d-1 (b) (1), or 13d-2 (b), check whether the person filing is a:

- (a)  [ ] Broker or dealer registered under Section 15 of the Act  
(b)  [ ] Bank as defined in Section 3 (a) (6) of the Act  
(c)  [ ] Insurance Company as defined in Section 3 (a) (19) of the Act  
(d)  [ ] Investment Company registered under Section 8 of the

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- Investment Company Act
- (e) [ ] Investment Adviser registered under Section 203 of the Investment Advisers Act of 1940
  - (f) [ ] Employee Benefit Plan, Pension fund which is subject to the provisions of the Employee Income Security Act of 1974 or Endowment fund: see Sec. 240.13d-1 (b) (1) (ii) (F)
  - (g) [XX] Parent Holding Company, in accordance with Sec. 240.13d-1 (b) (1) (ii) (G) (Note: See Item 7)
  - (h) [ ] Group, in accordance with Sec. 240.13d-1 (b) (1) (h) (H)

Item 4. Ownership.

- (a) Amount Beneficially Owned: 9,227,898\*
- (b) Percent of Class: 8.74%
- (c) Number of shares as to which such person has:
  - (i) Sole power to vote or to direct the vote:  
1,307,112
  - (ii) Shared power to vote or to direct the vote:  
6,176,500\*
  - (iii) Sole power to dispose or to direct the disposition of: 2,443,202
  - (iv) Shared power to dispose or to direct the disposition of: 6,784,696\*

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\*Includes 5,768,723 shares held in one or more employee benefit plans, where the Marshall & Ilsley Trust Company N.A., as custodian, may be viewed as having voting or dispositive authority in certain situations pursuant to Department of Labor regulations or interpretations or federal case law. Pursuant to SEC Rule 13d-4, inclusion of such shares in this statement shall not be construed as an admission that the Reporting Person or its subsidiaries are, for purposes of Sections 13(d) or 13(g) of the Act, the beneficial owners of such securities.

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [ ].

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

The following persons are believed in the aggregate to have the right to receive or the power to direct the receipt of dividends from of the proceeds from the sale of the securities identified herein:

M&I Retirement Growth Profit Sharing and Incentive Savings Plans and other M&I employee benefit plans.

Item 7. Identification and Classification of the Subsidiary which Acquired the Security Being Reported on by the Parent Holding Company.

The parent holding company has filed this schedule pursuant to Rule 13d-1(b)(1)(ii)(g) and each relevant subsidiary hereby consents to the filing of this statement on its behalf by the parent company:

Marshall & Ilsley Trust Company N.A.  
a national banking association  
(successor to Marshall & Ilsley Trust Company

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a Wisconsin banking corporation, and  
Marshall & Ilsley Trust Company of Florida,  
a Florida banking corporation)  
Tax Identification No. 39-1186267

M&I Investment Management Corp.  
a Wisconsin corporation and investment adviser registered under  
Section 203 of the Investment Advisers Act of 1940  
Tax Identification No. 39-1175759

Item 8. Identification and Classification of Members of the Group. Not applicable

Item 9. Notice of Dissolution of Group. Not applicable

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Item 10. Certification.

The following certification shall be included if the statement is filed pursuant to Rule 13d-1 (b):

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired in the ordinary course of business and were not acquired for the purpose of and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purposes or effect.

Signature.

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 11, 2002

Signature: /s/ M.F. Furlong

Name/Title: M. F. Furlong, Executive Vice President & Chief Financial Officer