

MARSHALL & ILSLEY CORP/WI/
 Form 424B2
 June 18, 2002

PRICING SUPPLEMENT

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Pricing Supplement Dated: June 17, 2002

Rule 424(b)(2)

(To Prospectus Supplement Dated May 3, 2002 and
 Prospectus Dated April 12, 2000)

File No. 333-33814

Pricing Supplement No. 0005

U.S. \$ 500,000,000

MARSHALL & ILSLEY CORPORATION

MINOTESSM

DUE NINE MONTHS OR MORE FROM DATE OF ISSUE

Trade Date: 6/17/02

Issue Date: 6/20/02

Purchasing Agent: A.G. Edwards & Sons, Inc.

Agents: Robert W. Baird & Co., Prudential Securities,

UBS PaineWebber Inc.

CUSIP	AGGREGATE PRINCIPAL AMOUNT	PRICE TO PUBLIC	CONCESSION	NET PROCEEDS TO ISSUER	SENIOR OR SUB-ORDINATED	INTEREST RATE
57183MAE0	\$1,238,000	100%	1.50%	\$1,219,430	Senior	5.90%

INTEREST PAYMENT	FIRST	MATURITY	SURVIVOR'S OPTION	REDEMPTION OR	REDEMPTION

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FREQUENCY	COUPON DATE	DATE		REPAYMENT YES/NO	DATE
Semi-Annually	12/15/02	06/15/12	Yes	Yes	06/15/04

Other Terms: Marshall & Ilsley Corporation MiNotes will be subject to redemption at the option of Marshall & Ilsley Corporation, at Par on the Interest Payment Date(s) occurring on or after 6/15/04 at a redemption price equal to 100% of the principal amount of the Marshall & Ilsley MiNotes, plus any accrued interest thereon, if any, upon at least 30 days prior notice to DTC, as the holder of the notes, as described in the Prospectus Supplement.