

MARSHALL & ILSLEY CORP/WI/
 Form 424B3
 June 03, 2002

EXHIBIT D
 PRICING SUPPLEMENT

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Pricing Supplement Dated: May 28, 2002

Rule 424(b)(3)

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

File No. 333-33814

Pricing Supplement No. 0001

U.S. \$ 500,000,000

MARSHALL & ILSLEY CORPORATION

MINOTESSM

DUE NINE MONTHS OR MORE FROM DATE OF ISSUE

Trade Date: 5/28/02

Issue Date: 5/31/02

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 |
|-----------|----------------------------------|-----------------------|------------|------------------------------|----------------------------|------------------|
| 57183MAA8 | \$4,743,000 | 100% | 1.00% | \$4,695,570 | Senior | 5.00% |
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| INTEREST PAYMENT FREQUENCY | MATURITY DATE | SURVIVOR S OPTION | REDEMPTION OR REPAYMENT YES/NO | REDEMPTION/ REPAYMENT TERMS |
|----------------------------------|------------------|----------------------|--|-----------------------------------|
| Monthly | 12/15/07 | Yes | No | Not Applicable |
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Other Terms: First Coupon Date: July 15, 2002