

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

PRICING SUPPLEMENT

-

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 |
|------------------|-------|----------|-------------------|---------------|------------|
|------------------|-------|----------|-------------------|---------------|------------|

Edgar Filing: MARSHALL & ILSLEY CORP/WI/ - Form 424B2

| 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.