

MARSHALL & ILSLEY CORP/WI/
 Form 424B3
 June 11, 2002

PRICING SUPPLEMENT

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Pricing Supplement Dated: June 10, 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. 0002

U.S. \$ 500,000,000

MARSHALL & ILSLEY CORPORATION

MINOTESSM

DUE NINE MONTHS OR MORE FROM DATE OF ISSUE

Trade Date: 6/10/02

Issue Date: 6/13/02

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 |
|-----------|----------------------------------|-----------------------|------------|------------------------------|----------------------------|------------------|
| 57183MAN0 | \$6,397,000 | 100% | 1.50% | \$6,301,045 | Senior | 6.00% |
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| INTEREST PAYMENT | FIRST | MATURITY | SURVIVOR'S OPTION | REDEMPTION OR | REDEMPTION |
|---------------------|-------|----------|----------------------|------------------|------------|
|---------------------|-------|----------|----------------------|------------------|------------|

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| FREQUENCY | COUPON DATE | DATE | | REPAYMENT YES/NO | DATE |
|-----------|----------------|----------|-----|---------------------|----------|
| Monthly | 07/15/02 | 06/15/12 | Yes | Yes | 06/14/04 |
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Other Terms: Marshall & Ilesley Corporation MiNotes will be subject to redemption at the option of Marshall & Ilesley Corporation, at Par on the Interest Payment Date(s) occurring on or after 6/04/02 at a redemption price equal to 100% of the principal amount of the Marshall & Ilesley 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.