

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%

INTEREST PAYMENT FREQUENCY	MATURITY DATE	SURVIVOR S OPTION	REDEMPTION OR REPAYMENT YES/NO	REDEMPTION/ REPAYMENT TERMS
Monthly	12/15/07	Yes	No	Not Applicable

Other Terms: First Coupon Date: July 15, 2002