

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. 0004

U.S. \$ 500,000,000

MARSHALL & ILSLEY CORPORATION

MINOTESSM

DUE NINE MONTHS OR MORE FROM DATE OF ISSUE

Trade Date: 06/17/02

Issue Date: 06/20/02

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
57183MAD2	\$1,960,000	100%	1.20%	\$1,936,480	Senior	5.30%

INTEREST PAYMENT	FIRST	MATURITY	SURVIVOR'S OPTION	REDEMPTION OR	REDEMPTION/ REPAYMENT
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FREQUENCY	COUPON DATE	DATE		REPAYMENT YES/NO	TERMS
Semi-Annually	12/15/02	12/15/09	Yes	No	Not Applicable

Other Terms: