

MARSHALL & ILSLEY CORP/WI/
 Form 424B2
 September 17, 2002

PRICING SUPPLEMENT

-

Pricing Supplement Dated: September 16th, 2002 Rule 424(b)(2)

(To Prospectus Supplement Dated May 3, 2002 and File No. 333-33814
 Prospectus Dated April 12,2000)

Pricing Supplement No. 0033

U.S. \$ 500,000,000

MARSHALL & ILSLEY CORPORATION

MINOTESSM

DUE NINE MONTHS OR MORE FROM DATE OF ISSUE

Trade Date: 09/16/02

Issue Date: 09/19/02

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 |
|-----------|----------------------------|-----------------|------------|------------------------|-------------------------|---------------|
| 57183MBJ8 | \$1,027,000 | 100% | 1.20% | \$1,014,676 | Senior | 4.50% |
| | | | | | | |
| | | | | | | |
| | | | | | | |

| INTEREST PAYMENT | FIRST | MATURITY | SURVIVOR'S OPTION | REDEMPTION OR | REDEMPTION/ REPAYMENT |
|------------------|-------|----------|-------------------|---------------|-----------------------|
|------------------|-------|----------|-------------------|---------------|-----------------------|

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

| FREQUENCY | COUPON DATE | DATE | | REPAYMENT YES/NO | TERMS |
|-----------|----------------|---------|-----|---------------------|----------------|
| Monthly | 10/15/02 | 3/15/10 | Yes | No | Not Applicable |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |

Other Terms: