

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

PRICING SUPPLEMENT

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Pricing Supplement Dated: September 16<sup>th</sup>, 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

MINOTES<sup>SM</sup>

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

Other Terms: