

MARSHALL & ILSLEY CORP/WI/  
Form 8-K  
May 03, 2002

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): May 3, 2002

MARSHALL & ILSLEY CORPORATION  
(Exact name of registrant as specified in its charter)

Wisconsin  
(State or other jurisdiction  
of incorporation)

1-15403  
(Commission  
File Number)

39-0968604  
(IRS Employer  
Identification No.)

770 North Water Street  
Milwaukee, Wisconsin  
(Address of principal executive offices)

53202  
(Zip Code)

Registrant's telephone number, including area code: (414) 765-7801

Item 5. Other Events.

In connection with the Registration Statement on Form S-3 (SEC File No. 333-33814) of Marshall & Ilsley Corporation ("M&I") relating to the offering of up to an aggregate of \$1,500,000,000 of debt securities, on May 3, 2002, M&I established a medium-term note program for its MiNotes<sup>SM</sup> with maturities of nine months or more from the date of issue ("MiNotes"). Filed herewith in connection with such program is the Selling Agent Agreement dated

May 3, 2002 between M&I and A.G. Edwards & Sons, Inc. as representative of the several agents named therein, the form of Subordinated MiNote<sup>SM</sup> and the form Senior MiNote<sup>SM</sup>.

Item 7. Financial Statements and Exhibits.

(a) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
1.1	Selling Agent Agreement dated May 3, 2002 between Marshall & Ilesley Corporation and A.G. Edwards & Sons, Inc. as representative of the several agents named therein.
4.1	Form of Subordinated MiNote <sup>SM</sup> .
4.2	Form of Senior MiNote <sup>SM</sup> .

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this Report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: May 3, 2002

MARSHALL & ILSLEY CORPORATION

By: /s/ Donald H. Wilson

Donald H. Wilson, Senior Vice President and Treasurer

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
1.1	Selling Agent Agreement dated as of May 3, 2002 between Marshall & Ilsley Corporation and A.G. Edwards & Sons, Inc. as representative of the several agents named therein.
4.1	Form of Subordinated MiNote <sup>SM</sup> .
4.2	Form of Senior MiNote <sup>SM</sup> .