

MARSHALL & ILSLEY CORP/WI/
Form 8-K
October 23, 2003

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): October 21, 2003

MARSHALL & ILSLEY CORPORATION

(Exact name of registrant as specified in its charter)

| | | |
|--|---|---|
| <u>Wisconsin</u> (State or other jurisdiction of incorporation) | <u>1-15403</u> (Commission File Number) | <u>39-0968604</u> (IRS Employer Identification No.) |
| <u>770 North Water Street</u> <u>Milwaukee, Wisconsin</u> (Address of principal executive offices) | | <u>53202</u> (Zip Code) |

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

Item 7. Exhibits.

On October 21, 2003, Marshall & Ilsley Corporation entered into a Selling Agent Agreement (the Agreement) with Merrill Lynch, Pierce, Fenner & Smith Incorporated relating to its previously established MiNotes medium term note program. The MiNotes offering is registered with the SEC on Form S-3 (Reg. No. 333-33814). The purpose of this current report is to file the Agreement with the SEC.

(c)

Exhibits

| <u>Exhibit No.</u> | <u>Description</u> |
|--------------------|--|
| 1.1 | Selling Agent Agreement dated October 21, 2003 |

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: October 23, 2003

MARSHALL & ILSLEY CORPORATION

By: /s/ Randall J. Erickson_____

Randall J. Erickson

Senior Vice President, General Counsel and Secretary

EXHIBIT INDEX

| <u>Exhibit No.</u> | <u>Description</u> |
|--------------------|--|
| 1.1 | Selling Agent Agreement dated October 21, 2003 |