

M&T BANK CORP  
Form 4  
January 10, 2011

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**WILMERS ROBERT G**

(Last) (First) (Middle)

**ONE M&T PLAZA**

(Street)

**BUFFALO, NY 14203-2399**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**M&T BANK CORP [MTB]**

3. Date of Earliest Transaction (Month/Day/Year)  
**01/07/2011**

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**Chairman of the Board and CEO**

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
|                                 |                                      |                                                    | Code                           | V                                                                 | Amount                                                                                        | (A) or (D)                                               | Price                                                 |
| Common Stock                    | 01/07/2011                           |                                                    | M                              |                                                                   | 79,709                                                                                        | A                                                        | \$ 65.8                                               |
| Common Stock                    | 01/07/2011                           |                                                    | M                              |                                                                   | 20,291                                                                                        | A                                                        | \$ 68.31                                              |
| Common Stock                    |                                      |                                                    |                                |                                                                   | 48,320                                                                                        | I                                                        |                                                       |
| Common Stock                    |                                      |                                                    |                                |                                                                   | 214,540                                                                                       | I                                                        |                                                       |
| Common Stock                    |                                      |                                                    |                                |                                                                   | 224,766                                                                                       | I                                                        |                                                       |

By 401 (k) Plan (1)

GRAT #5 (2)

GRAT #6 (2)

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|              |         |   |                  |
|--------------|---------|---|------------------|
| Common Stock | 400,000 | I | See footnote (3) |
| Common Stock | 78,532  | I | See footnote (4) |
| Common Stock | 141,825 | I | See footnote (5) |
| Common Stock | 203,664 | I | See footnote (6) |
| Common Stock | 165,924 | I | See footnote (7) |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) |        |     | 6. Date Exercisable and Expiration Date (Month/Day/Year) |                 | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |        |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|--------|-----|----------------------------------------------------------|-----------------|---------------------------------------------------------------|--------|
|                                            |                                                        |                                      |                                                    |                                | V                                                                                       | (A)    | (D) | Date Exercisable                                         | Expiration Date |                                                               | Title  |
| Option (right to buy)                      | \$ 65.8                                                | 01/07/2011                           |                                                    | M                              |                                                                                         | 79,709 |     | (8)                                                      | 01/16/2011      | Common Stock                                                  | 79,709 |
| Option (right to buy)                      | \$ 68.31                                               | 01/07/2011                           |                                                    | M                              |                                                                                         | 20,291 |     | (8)                                                      | 02/21/2011      | Common Stock                                                  | 20,291 |
| Phantom Common Stock Units                 | (10)                                                   |                                      |                                                    |                                |                                                                                         |        |     | (10)                                                     | (10)            | Common Stock                                                  | (10)   |

## Reporting Owners

| Reporting Owner Name / Address                              | Relationships |           |         |                               |
|-------------------------------------------------------------|---------------|-----------|---------|-------------------------------|
|                                                             | Director      | 10% Owner | Officer | Other                         |
| WILMERS ROBERT G<br>ONE M&T PLAZA<br>BUFFALO, NY 14203-2399 | X             |           |         | Chairman of the Board and CEO |

## Signatures

By: Andrea R. Kozlowski, Esq.  
(Attorney-In-Fact) 01/10/2011

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The information presented is as of December 31, 2010.  
The indicated shares are held by Grantor Retained Annuity Trusts No's. 5 and 6, respectively, under indentures dated July 23, 1993 (individually, a "GRAT" and collectively, the "GRATs"). The reporting person is a trustee of each GRAT and holds sole voting and dispositive power over the shares held by the GRATs.
- (3) The indicated shares are held by a limited liability company of which the reporting person is the sole member.  
The indicated shares are held by the Roche Foundation, a Delaware not-for-profit, non-stock corporation in which the reporting person has no pecuniary interest. The reporting person is the sole director and president of the Roche Foundation and holds sole voting and dispositive power over the shares held by it.
- (5) The indicated shares are held by the West Ferry Foundation, a charitable trust in which the reporting person has no pecuniary interest. The reporting person is the trustee of the West Ferry Foundation and holds sole voting and dispositive power over the shares held by it.  
The indicated shares are held by the St. Simon Charitable Foundation, a Delaware not-for-profit, non-stock corporation in which the reporting person has no pecuniary interest. The reporting person is a director and President of the St. Simon Charitable Foundation and holds voting and dispositive power over the shares held by it.
- (6) The indicated shares are held by the Interlaken Foundation, a Delaware not-for-profit, non-stock corporation in which the reporting person has no pecuniary interest. The reporting person is a director and President of the Interlaken Foundation and holds voting and dispositive power over the shares held by it.
- (8) Currently exercisable.
- (9) The option was granted under an employee stock option plan maintained by M&T Bank Corporation, and therefore the reporting person paid no price for the option.  
The reported phantom common stock units are held by the reporting person in an excess benefit plan account maintained by M&T Bank Corporation and represent a like number of shares of M&T Bank Corporation common stock. The phantom common stock units may only be settled in cash upon distribution in accordance with the terms of the plan. The reported phantom common stock units also include units acquired through the dividend reinvestment feature of the plan.
- (10)

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