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DEVORRIS	DONALD									
Form 4	2005									
January 05, 2005							OMB APPROVAL			
FORM	14 UNITED STATE	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549						3235-0287		
Check th if no long subject to Section 1 Form 4 of Form 5 obligatio may cont <i>See</i> Instru 1(b).	section 17(a) of the 20(b)	Washington, D.C. 20549 Number: STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Expires: January 3 200 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Estimated average burden hours per response 0 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1935 or Section 20(b) of the Javastment Company Act of 1935 or Section 0								
(Print or Type I	Responses)									
1. Name and Address of Reporting Person * 2. Issuer DEVORRIS DONALD Symbol			and Ticker o		ing	5. Relationship of Reporting Person(s) to Issuer				
(Last)	(First) (Middle)	3. Date of Earliest	3. Date of Earliest Transaction			(Check all applicable)				
(Month/E)101 LAKEMONT PARK01/03/24BOULEVARD01/03/24)			_X_Director10% Owner Officer (give titleOther (specify below)below)				
	4. If Amendment, Filed(Month/Day/Y	-	al		6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting Person					
ALTOONA, PA 16602-5943 — Form filed by More than One Reporting Person							porting			
(City)	(State) (Zip)	Table I - Nor	n-Derivative	e Secu	rities Acqu	uired, Disposed of,	or Beneficiall	y Owned		
1.Title of Security (Instr. 3)	any	n Date, if Transac Code Day/Year) (Instr. 8	Transaction(A) or Disposed of (D)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. 7. Nature of Ownership Indirect Form: Direct Beneficial (D) or Ownership Indirect (I) (Instr. 4) (Instr. 4)			
Common Stock	12/14/2004	G	200	D	<u>(1)</u>	31,965	D			
Common Stock	01/03/2005	A <u>(2)</u>	64	А	\$ 107.84	32,029	D			
Common Stock						3,250	D <u>(3)</u>			

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

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number.

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)	4. Transactiv Code (Instr. 8)	5. of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year) erivative curities cquired .) or sposed (D) nstr. 3,		7. Title and A Underlying S (Instr. 3 and	Securities	8. Price of Derivative Security (Instr. 5)
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock Units	<u>(4)</u>				<u>(4)</u>	<u>(4)</u>	Common Stock	<u>(4)</u>	

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
DEVORRIS DONALD 101 LAKEMONT PARK BOULEVARD ALTOONA, PA 16602-5943	Х					
Signatures						
By: Brian R. Yoshida, Esq. (Attorney-In-Fact)		01/05/2005				
<u>**</u> Signature of Reporting Person		Date				
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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 reported transaction involves a transfer of securities by gift for which no payment of consideration was received by the reporting person.
- (2) Stock received in lieu of cash fees pursuant to the M&T Bank Corporation Directors' Stock Plan.
- (3) Jointly owned.

The reported phantom stock units resulted from the conversion of existing phantom stock units received by the reporting person under a director fee plan maintained by Keystone Financial, Inc., which was acquired by M&T Bank Corporation on October 6, 2000, and

(4) represent a like number of shares of M&T Bank Corporation common stock. The phantom stock units may be settled in shares of M&T Bank Corporation common stock or cash upon a distribution in accordance with the terms of the plan. The reported phantom stock units also include units acquired through the reporting person's participation in the dividend reinvestment feature of the plan.

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(5) The information reported is as of December 31, 2004.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.