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Form 4	K COKP											
April 16, 20	08											
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION									NT	OMB APPROVAL		
Washington, D.C. 20549							N OMB Number:					
Check this box if no longer				ICEC IN	DENIEI	not			Expires:	January 31, 2005		
subject t Section Form 4 Form 5	0 16. or		SECUI	RITIES			NERSHIP OI	Estimate burden h response	d average Iours per			
obligatio may con <i>See</i> Instr 1(b).	tinue. Section 17	(a) of the l	Public U		ding Co	mpar	ny Act o	ge Act of 1934 f 1935 or Secti 40				
(Print or Type	Responses)											
1. Name and Address of Reporting Person <u>*</u> RICH MELINDA R			2. Issuer Name and Ticker or Trading Symbol					5. Relationship of Reporting Person(s) to Issuer				
	Middle)		BANK CO	_	-		(Check all applicable)					
(Last)	3. Date of Earliest Transaction (Month/Day/Year) 04/14/2008					Director 10% Owner Officer (give title X Other (specify below) Director/subsidiary of Issuer						
File				4. If Amendment, Date Original Filed(Month/Day/Year)				 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 				
BUFFALO	, NY 14213-1795)						Person				
(City)	(State)	(Zip)	Tab	le I - Non-l	Derivative	e Secu	rities Ac	quired, Disposed	of, or Benefic	cially Owned		
1.Title of Security (Instr. 3)	(Month/Day/Year) Execution Date, if		3. 4. Securities Acquired Transactior(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or				5. Amount of Securities6.BeneficiallyForm:OwnedDirect (D)Followingor IndirectReported(I)Transaction(s)(Instr. 4)(Instr. 3 and 4)(Instr. 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)			
Common	04/14/2000			Code V		(D)	Price \$	7,118.0642	D			
Stock	04/14/2008			A <u>(1)</u>	136	A	80.48	(2)	D			
Common Stock								200 (3)	Ι	RER Family Partnership, L.P.		

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

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 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. Transactio Code (Instr. 8)	of			7. Titl Amou Under Secur (Instr.	unt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Issuer

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
RICH MELINDA R ONE ROBERT RICH WAY BUFFALO, NY 14213-1795				Director/subsidiary of I				
Signatures								
By: Brian R. Yoshida, Esq. (Attorney-In-Fact)		(04/16/20	008				
** Signature of Reporting Perso	n		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).

This transaction represents stock received by the reporting person in lieu of cash fees pursuant to the M&T Bank Corporation 2008 Directors' Stock Plan (the "Plan"). Although the referenced stock was earned by the reporting person for services rendered in the first quarter of 2008 and the Plan directs that such stock be awarded as of the first business day of the calendar quarter following the calendar

- (1) quarter in which it was earned (April 1, 2008 in this instance), there was a delay in awarding stock under the Plan this quarter in order to permit M&T Bank Corporation to register shares for issuance under the Plan with the U.S. Securities and Exchange Commission and to receive approval from the New York Stock Exchange to list shares under the Plan. These steps were completed on April 14, 2008, which is deemed to be the acquisition date of the referenced stock.
- (2) Includes 25.9077 shares acquired between January 1, 2008 and March 31, 2008 through the reporting person's participation in the M&T Bank Corporation Dividend Reinvestment Plan.
- (3) The reporting person disclaims beneficial ownership of the M&T Bank Corporation common stock held by the RER Family Partnership, L.P., except to the extent of her pecuniary interest therein.

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.