HODGSON PATRICK W E

Form 4 May 27, 2009

FORM 4

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

OMB APPROVAL

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obligations may continue. See Instruction

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Ad HODGSON I		_	2. Issuer Name and Ticker or Trading Symbol M&T DANK CORD (MTD)	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(Last) (First) (Middle)		M&T BANK CORP [MTB] 3. Date of Earliest Transaction	(Check all applicable)			
60 BEDFOR	, ,	, ,	(Month/Day/Year) 05/23/2009	_X_ Director 10% Owner Officer (give title below) Other (specify below)			
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
TORONTO,	A6 M5R 2K	2	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

(City)	(State)	(Zip) Tabl	le I - Non-I	Derivative	Secu	rities A	cquired, Dispose	d of, or Benefic	cially Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. SecurionAcquirec Disposec (Instr. 3,	l (A) of (E) 4 and (A) or))	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)
Commor Stock	1						3,728	D	
Commor Stock	05/23/2009		A	3,604	A	(1)	48,604	I	By Cinnamon Investments Limited
Commor Stock	05/23/2009		A	446	A	<u>(2)</u>	6,446	I	By Wife (3)

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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ities	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Own
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						· ·
					4, and 5)						
									Amount		
						Date	Expiration	m: 1	or		
						Exercisable	Date	Title	Number		
									of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
1 8	Director	10% Owner	Officer	Other			
HODGSON PATRICK W E 60 BEDFORD ROAD 2ND FLOOR TORONTO, A6 M5R 2K2	X						

Signatures

By: Brian R. Yoshida, Esq. (Attorney-In-Fact) 05/27/2009

**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).
 - Acquired pursuant to the Agreement and Plan of Merger (the "Merger Agreement") among M&T Bank Corporation ("M&T"), First Empire State Holding Company, a wholly owned subsidiary of M&T ("First Empire"), and Provident Bankshares Corporation
- (1) ("Provident") pursuant to which a corporation controlled by the reporting person, as a shareholder of Provident, received the right to acquire 0.171625 of a share of M&T common stock for each share of Provident common stock held by the corporation controlled by the reporting person at the time of the consummation of the merger of Provident with and into First Empire on May 23, 2009.
- Acquired pursuant to the Merger Agreement pursuant to which the wife of the reporting person, as a shareholder of Provident, received (2) the right to acquire 0.171625 of a share of M&T common stock per share of Provident common stock held by her at the time of the consummation of the merger of Provident with and into First Empire on May 23, 2009.
- (3) The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for the purposes of Section 16 or for any other purpose.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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