Gold Richard S Form 4 October 13, 2010

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or Form 5

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

Estimated average burden hours per response...

Issuer

17

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OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

5. Relationship of Reporting Person(s) to

(Check all applicable)

Number:

Expires:

obligations may continue. See Instruction 1(b).

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

2. Issuer Name and Ticker or Trading

M&T BANK CORP [MTB]

Symbol

(Print or Type Responses)

Gold Richard S

Stock

1. Name and Address of Reporting Person *

								(Cinet	ii uii uppiiouoie	•
(Last)	(First)	Middle) 3.]	Date of	f Earliest Ti	ransaction					
			(Month/Day/Year)					Director	10%	Owner
			10/08/2010					_X_ Officer (give		er (specify
		10	., 0 0, 2	010				below)	below)	
								Executi	ive Vice Preside	ent
(Street)			If Ame	ndment, Da	ate Origina	1		6. Individual or Jo	oint/Group Filin	g(Check
		Fil	ed(Mor	nth/Day/Year	:)			Applicable Line)		
				·				_X_ Form filed by 0	One Reporting Pe	rson
BUFFALO	NY 14203								More than One Re	porting
BOTTIES	, 1 (1 1 1 2 0 5							Person		
(City)	(State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned									
1.Title of	2. Transaction Dat	e 2A. Deemed		3.	4. Securit	ies Ac	auired	5. Amount of	6.	7. Nature of
Security	(Month/Dav/Year)	Execution Da	1					Securities	Ownership	Indirect
•	ecurity (Month/Day/Year) Execution Da (nstr. 3) any (Month/Day/Year)			Code (Instr. 3, 4 and 5)				Beneficially	Form: Direct	
(•	Year)	(Instr. 8)				Owned	(D) or	Ownership
		(=:====================================		()				Following	Indirect (I)	(Instr. 4)
								Reported	(Instr. 4)	(======================================
						(A)		Transaction(s)	(
						or		(Instr. 3 and 4)		
				Code V	Amount	(D)	Price	(mstr. 5 tine 1)		
Common	10/09/2010			A (1)	112.62	A	¢ (2)	22 667 202	Ъ	
Stock	10/08/2010			A <u>(1)</u>	112.62	(1)	\$ 0 (2)	22,667.393	D	
						_				
Common	10/08/2010			F	35	D	\$	22 622 202	D	
Stock	10/08/2010			Г	33	ע	76.84	22,632.393	D	
Common								1.791 (3)	D (4)	
Stock								1.791 (5)	<u> </u>	
~										
Common								17	Ţ	By Son (5)

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

By Son (5)

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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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration Da	ate	Amour	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ties	(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)						
									A		
									Amount		
						Date	Expiration		or		
						Exercisable	Date		Number		
				G 1 W	(A) (D)				of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Date

Gold Richard S ONE M&T PLAZA BUFFALO, NY 14203

Executive Vice President

Signatures

By: Andrea R. Kozlowski, Esq. (Attorney-in-Fact)

10/13/2010

**Signature of Reporting Person

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).
- The reported transaction involves an award of fully vested restricted stock issued under the M&T Bank Corporation 2009 Equity (1) Incentive Compensation Plan. The stock represents a portion of the reporting person's salary and may be subject to restrictions on
- (1) Incentive Compensation Plan. The stock represents a portion of the reporting person's salary and may be subject to restrictions on transfer. For more information, please see the Current Report on Form 8-K filed by M&T Bank Corporation on January 25, 2010.
- (2) The restricted stock was granted under an equity incentive compensation plan maintained by M&T Bank Corporation, and therefore the reporting person paid no price for the restricted stock.
- (3) Includes 0.014 share which was acquired between July 1, 2010 and September 30, 2010 through participation in the M&T Bank Corporation Dividend Reinvestment Plan.
- (4) Jointly owned.

(5)

Reporting Owners 2

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These shares are owned by the son of the reporting person under the Uniform Transfers to Minors Act for which the reporting person is custodian.

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