M&T BANK CORP Form 4

November 16, 2015

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL

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

Check this box

SECURITIES

Form 5 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 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Bojdak Robert J			2. Issuer Name and Ticker or Trading Symbol M&T BANK CORP [MTB]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Sheen an approacte)			
			(Month/Day/Year)	Director 10% Owner			
ONE FOUNTAIN PLAZA			11/12/2015	_X_ Officer (give title Other (specify below)			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
BUFFALO, NY 14203-1495			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

(City)	(State)	(Zip) Ta	ble I - Non	-Derivative	Securi	ties 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 on Disposed of (Instr. 3, 4 a	(D)	iired (A) or	5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(I) (Instr. 4)	
Common Stock	02/27/2015		G	1,000.85	D	\$ 0 (1)	23,036 (2)	D	
Common Stock	11/12/2015		M	12,456	A	\$ 108.93	35,492	D	
Common Stock	11/12/2015		S	12,456	D	\$ 123.8898 (3)	23,036	D	
Common Stock							2,433	I	401 (k) Plan (4)

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. Transactic Code (Instr. 8)	onDerivative 1		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (right to buy)	\$ 108.93	11/12/2015		M		12,456	<u>(5)</u>	01/18/2016	Common Stock	12,456
Phantom Common Stock Units	<u>(7)</u>						<u>(7)</u>	<u>(7)</u>	Common Stock	<u>(7)</u>

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Bojdak Robert J

ONE FOUNTAIN PLAZA Executive Vice President

BUFFALO, NY 14203-1495

Signatures

By: Karla Braun-Kolbe, Esq. (Attorney-In-Fact) 11/15/2015

**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 reported transaction involves a transfer of securities by gift for which no payment of consideration was received by the reporting person.
- (2) These direct holdings have been adjusted to correct a clerical error that was made on a prior filing which understated the reporting person's holdings by 0.67 of a share.

Reporting Owners 2

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- This transaction was executed in multiple trades at prices ranging from \$123.85 to \$123.91. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- (4) The information presented is as of September 30, 2015.
- (5) Currently exercisable.
- (6) 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 and distributed 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.

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.