

BRUMBACK EMERSON L
Form 4
November 28, 2005

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
BRUMBACK EMERSON L

(Last) (First) (Middle)

ONE M&T PLAZA

(Street)

BUFFALO, NY 14203-2399

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
M&T BANK CORP [MTB]

3. Date of Earliest Transaction
(Month/Day/Year)
11/23/2005

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

Executive Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities 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 Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	11/23/2005		M		34,348 A \$ 65.8	54,128	D
Common Stock	11/23/2005		M		14,000 A \$ 75.8	68,128	D
Common Stock	11/23/2005		S		300 D \$ 110.18	67,828	D
Common Stock	11/23/2005		S		400 D \$ 110.19	67,428	D
Common Stock	11/23/2005		S		1,600 D \$ 110.2	65,828	D

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Common Stock	11/23/2005	S	100	D	\$ 110.21	65,728	D
Common Stock	11/23/2005	S	100	D	\$ 110.22	65,628	D
Common Stock	11/23/2005	S	300	D	\$ 110.23	65,328	D
Common Stock	11/23/2005	S	300	D	\$ 110.24	65,028	D
Common Stock	11/23/2005	S	100	D	\$ 110.25	64,928	D
Common Stock	11/23/2005	S	100	D	\$ 110.26	64,828	D
Common Stock	11/23/2005	S	300	D	\$ 110.27	64,528	D
Common Stock	11/23/2005	S	500	D	\$ 110.28	64,028	D
Common Stock	11/23/2005	S	200	D	\$ 110.29	63,828	D
Common Stock	11/23/2005	S	300	D	\$ 110.3	63,528	D
Common Stock	11/23/2005	S	400	D	\$ 110.33	63,128	D
Common Stock	11/23/2005	S	1,000	D	\$ 110.34	62,128	D
Common Stock	11/23/2005	S	600	D	\$ 110.36	61,528	D
Common Stock	11/23/2005	S	3,000	D	\$ 110.37	58,528	D
Common Stock	11/23/2005	S	300	D	\$ 110.38	58,228	D
Common Stock	11/23/2005	S	3,400	D	\$ 110.39	54,828	D
Common Stock	11/23/2005	S	600	D	\$ 110.4	54,228	D
Common Stock	11/23/2005	S	774	D	\$ 110.41	53,454	D
Common Stock	11/23/2005	S	700	D	\$ 110.42	52,754	D
Common Stock	11/23/2005	S	200	D	\$ 110.44	52,554	D
	11/23/2005	S	600	D		51,954	D

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Common Stock						\$ 110.45		
Common Stock	11/23/2005		S	400	D	\$ 110.46	51,554	D
Common Stock	11/23/2005		S	400	D	\$ 110.47	51,154	D
Common Stock	11/23/2005		S	1,000	D	\$ 110.48	50,154	D
Common Stock	11/23/2005		S	300	D	\$ 110.49	49,854	D

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

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(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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Option (right to buy)	\$ 65.8	11/23/2005		M	34,348	<u>(1)</u> 01/16/2011	Common Stock	34,348
Option (right to buy)	\$ 75.8	11/23/2005		M	14,000	<u>(3)</u> 01/15/2012	Common Stock	14,000
Option (right to buy)	\$ 68.31	11/25/2005		M	9,132	<u>(1)</u> 02/20/2011	Common Stock	9,132
Option (right to buy)	\$ 75.8	11/25/2005		M	10,000	<u>(3)</u> 01/15/2012	Common Stock	10,000
Option (right to buy)	\$ 91.75	11/25/2005		M	6,494	<u>(4)</u> 01/20/2014	Common Stock	6,494

Phantom Common Stock Units	(5)	(5)	(5)	Common Stock	(5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BRUMBACK EMERSON L ONE M&T PLAZA BUFFALO, NY 14203-2399	X		Executive Vice President	

Signatures

By: Brian R. Yoshida, Esq.
(Attorney-In-Fact)

11/28/2005

 **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) Currently exercisable.
- (2) 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.
- (3) The option included a total of 40,000 shares. 24,000 of the covered shares are currently exercisable; and the remaining 16,000 covered shares are exercisable on or after January 15, 2006.
- (4) The option included a total of 64,943 shares. 6,494 of the covered shares are currently exercisable; 12,988 of the covered shares are exercisable on or after January 20, 2006; an additional 19,483 of the covered shares are exercisable on or after January 20, 2007; and the remaining 25,978 covered shares are exercisable on or after January 20, 2008.
- (5) The reported phantom common stock units were held by the reporting person in an excess benefit plan account maintained by M&T Bank Corporation and represented a like number of shares of M&T Bank Corporation common stock. The phantom common stock units were settled in cash and distributed in accordance with the terms of the plan. The reported phantom common stock units also included units acquired through the dividend reinvestment feature of the plan.
- (6) The information presented is as of September 30, 2005.

Remarks:

This is the first of four Form 4 filings by the reporting person to report the reporting person's transactions that occurred on Nov

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

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