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CUNNINGHAM T JEFFERSON III

Form 4 January 05, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

January 31, 2005

0.5

Estimated average burden hours per

response...

OMB APPROVAL

if no longer subject to Section 16. Form 4 or

Check this box

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

2. Issuer Name and Ticker or Trading

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

12/16/2005

01/03/2006

Stock

Stock

Common

CUNNINGHAM T JEFFERSON III				Symbol					ng	Issuer			
				M&T BANK CORP [MTB]						(Check all applicable)			
					3. Date of Earliest Transaction (Month/Day/Year)					X Director 10% Owner			
C/O M&T BANK, 289-291 MAIN MALL				01/03/2006						Officer (give title below) Other (specify below)			
		(Street)		4. If Amo	4. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check			
Filed() POUGHKEEPSIE, NY 12601-3107				Filed(Mo	ed(Month/Day/Year)					Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
									Person				
(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned											y Owned		
	1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year	r) Execution	ned n Date, if Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			5. Amount of Securities Beneficially Owned Following	7. Nature of Indirect Beneficial Ownership (Instr. 4)				
					Code	V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)		
	Common Stock	10/14/2005			G	V	10	D	<u>(1)</u>	10,888	D		
	Common Stock	11/02/2005			G	V	5	D	<u>(1)</u>	10,883	D		
	Common Stock	12/13/2005			G	V	10	D	<u>(1)</u>	10,873	D		
	Common	12/16/2005			G	V	20	D	(1)	10.853	D		

V

 $A^{(2)}$

20

46

(1)

10,853

10,899

D

D

D

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Common Stock	331	I	401(k) Plan (3)
Common Stock	130	I	By IRAs

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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)	4. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	er Expiration Date (Month/Day/Year) ative ties red sed 3,		7. Title and A Underlying S (Instr. 3 and	Securities	8. Price of Derivative Security (Instr. 5)
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Common Stock Units	<u>(4)</u>				<u>(4)</u>	<u>(4)</u>	Common Stock	<u>(4)</u>	

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
CUNNINGHAM T JEFFERSON III C/O M&T BANK 289-291 MAIN MALL POUGHKEEPSIE, NY 12601-3107	X						

Signatures

By: Brian R. Yoshida, Esq. 01/05/2006 (Attorney-In-Fact)

**Signature of Reporting Person Date

Reporting Owners 2

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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) Stock received in lieu of cash fees pursuant to the M&T Bank Corporation Directors' Stock Plan.
- (3) The information presented is as of December 31, 2005.
- 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 upon a distribution 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.