

Beardi James J
Form 3
January 19, 2006

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Beardi James J | | (Month/Day/Year) | M&T BANK CORP [MTB] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| | | 01/17/2006 | | |
| ONE M&T PLAZA | | | (Check all applicable) | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| | (Street) | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| BUFFALO,Â NYÂ 14203 | | | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input type="checkbox"/> Form filed by More than One Reporting Person |
| (City) | (State) | (Zip) | Executive Vice President | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 30,800.12 | D | Â |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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 Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
| | Date Exercisable | Title | Amount or Number of | | |
| | Expiration Date | | | | |

Edgar Filing: Beardi James J - Form 3

| | | | | Shares | | (I) (Instr. 5) | |
|-----------------------|-------|------------|--------------|--------|------------|-------------------|---|
| Option (right to buy) | Â (1) | 01/21/2007 | Common Stock | 9,560 | \$ 29 | D | Â |
| Option (right to buy) | Â (1) | 01/20/2008 | Common Stock | 10,740 | \$ 44.2063 | D | Â |
| Option (right to buy) | Â (1) | 01/19/2009 | Common Stock | 13,000 | \$ 49.5 | D | Â |
| Option (right to buy) | Â (1) | 01/18/2010 | Common Stock | 25,000 | \$ 42 | D | Â |
| Option (right to buy) | Â (1) | 01/16/2011 | Common Stock | 15,000 | \$ 65.8 | D | Â |
| Option (right to buy) | Â (1) | 01/15/2012 | Common Stock | 15,000 | \$ 75.8 | D | Â |
| Option (right to buy) | Â (2) | 01/21/2013 | Common Stock | 15,000 | \$ 80.23 | D | Â |
| Option (right to buy) | Â (3) | 01/20/2014 | Common Stock | 14,987 | \$ 91.75 | D | Â |
| Option (right to buy) | Â (4) | 01/18/2015 | Common Stock | 7,500 | \$ 101.8 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Beardi James J ONE M&T PLAZA BUFFALO, NY 14203 | Â | Â | Â Executive Vice President | Â |

Signatures

By: Brian R. Yoshida, Esq.
(Attorney-In-Fact) 01/19/2006

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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 included a total of 15,000 shares. 4,500 of the covered shares are currently exercisable; an additional 4,500 of the covered shares are exercisable on or after January 21, 2006; and the remaining 6,000 covered shares are exercisable on or after January 21, 2007.

(3) The option included a total of 14,987 shares. 1,498 of the covered shares are currently exercisable; an additional 2,998 of the covered shares are exercisable on or after January 20, 2006; an additional 4,496 of the covered shares are exercisable on or after January 20, 2007; and the remaining 5,995 covered shares are exercisable on or after January 20, 2008.

(4)

Edgar Filing: Beardi James J - Form 3

The option included a total of 7,500 shares. 750 of the covered shares are currently exercisable; an additional 1,500 of the covered shares are exercisable on or after January 18, 2007; an additional 2,250 of the covered shares are exercisable on or after January 18, 2008; and the remaining 3,000 covered shares are exercisable on or after January 18, 2009.

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.