

M&T BANK CORP
Form 4
February 08, 2006

FORM 4

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

OMB APPROVAL

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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 *
WILMERS ROBERT G

(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)
02/06/2006

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)

Chairman of the Board

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 | 02/06/2006 | | S | | 14,000 D \$ 106.19 | D | |
| Common Stock | 02/06/2006 | | S | | 4,600 D \$ 106.23 | D | |
| Common Stock | 02/06/2006 | | S | | 500 D \$ 106.24 | D | |
| Common Stock | 02/06/2006 | | S | | 400 D \$ 106.25 | D | |
| Common Stock | 02/06/2006 | | S | | 3,500 D \$ 106.29 | D | |

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| | | | | | | | |
|--------------|------------|---|-------|---|-----------|-----------|---|
| Common Stock | 02/06/2006 | S | 1,900 | D | \$ 106.3 | 3,368,263 | D |
| Common Stock | 02/06/2006 | S | 1,600 | D | \$ 106.31 | 3,366,663 | D |
| Common Stock | 02/06/2006 | S | 4,000 | D | \$ 106.32 | 3,362,663 | D |
| Common Stock | 02/06/2006 | S | 9,400 | D | \$ 106.35 | 3,353,263 | D |
| Common Stock | 02/06/2006 | S | 400 | D | \$ 106.36 | 3,352,863 | D |
| Common Stock | 02/06/2006 | S | 400 | D | \$ 106.39 | 3,352,463 | D |
| Common Stock | 02/06/2006 | S | 5,800 | D | \$ 106.4 | 3,346,663 | D |
| Common Stock | 02/06/2006 | S | 6,200 | D | \$ 106.41 | 3,340,463 | D |
| Common Stock | 02/06/2006 | S | 700 | D | \$ 106.42 | 3,339,763 | D |
| Common Stock | 02/06/2006 | S | 300 | D | \$ 106.44 | 3,339,463 | D |
| Common Stock | 02/06/2006 | S | 6,700 | D | \$ 106.45 | 3,332,763 | D |
| Common Stock | 02/06/2006 | S | 800 | D | \$ 106.46 | 3,331,963 | D |
| Common Stock | 02/06/2006 | S | 500 | D | \$ 106.47 | 3,331,463 | D |
| Common Stock | 02/06/2006 | S | 9,200 | D | \$ 106.5 | 3,322,263 | D |
| Common Stock | 02/06/2006 | S | 1,800 | D | \$ 106.51 | 3,320,463 | D |
| Common Stock | 02/06/2006 | S | 800 | D | \$ 106.52 | 3,319,663 | D |
| Common Stock | 02/06/2006 | S | 2,800 | D | \$ 106.53 | 3,316,863 | D |
| Common Stock | 02/06/2006 | S | 4,400 | D | \$ 106.54 | 3,312,463 | D |
| Common Stock | 02/06/2006 | S | 2,700 | D | \$ 106.55 | 3,309,763 | D |
| Common Stock | 02/06/2006 | S | 4,500 | D | \$ 106.56 | 3,305,263 | D |
| | 02/06/2006 | S | 1,100 | D | | 3,304,163 | D |

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| | | | | | | | | | |
|--------------|------------|--|---|-------|---|--------|-----------|---|--|
| Common Stock | | | | | | \$ | | | |
| | | | | | | 106.57 | | | |
| Common Stock | 02/06/2006 | | S | 300 | D | \$ | 3,303,863 | D | |
| | | | | | | 106.59 | | | |
| Common Stock | 02/06/2006 | | S | 600 | D | \$ | 3,303,263 | D | |
| | | | | | | 106.6 | | | |
| Common Stock | 02/06/2006 | | S | 1,000 | D | \$ | 3,302,263 | D | |
| | | | | | | 106.61 | | | |
| Common Stock | 02/06/2006 | | S | 900 | D | \$ | 3,301,363 | D | |
| | | | | | | 106.62 | | | |

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.

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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. Price of Derivative Security (Instr. 5) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V (A) (D) | | |
| Phantom Common Stock Units | (1) | | | | | (1) | (1) | Common Stock | (1) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| WILMERS ROBERT G ONE M&T PLAZA BUFFALO, NY 14203-2399 | X | | Chairman of the Board | |

Signatures

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

02/08/2006

__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).
- 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
- (1) only be settled in cash upon 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.
 - (2) The information presented is as of December 31, 2005.

Remarks:

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

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.