

Todaro Michael J.
Form 4
February 04, 2019

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 *
Todaro Michael 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 (Month/Day/Year)
01/31/2019

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

Executive Vice President

ONE M&T PLAZA

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

BUFFALO, NY 14203

(City) (State) (Zip)

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 01/31/2019 | | A ⁽¹⁾ | V Amount (A) or (D) Price 1,073 A ⁽¹⁾ \$ 0 ⁽²⁾ | 1,887 | D | |
| Common Stock | 01/31/2019 | | F ⁽³⁾ | 365 D \$ 164.54 | 1,522 | D | |
| Common Stock | 02/01/2019 | | S ⁽⁴⁾ | 708 D \$ 164.86 | 814 | D | |

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

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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) | 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) | \$ 164.54 | 01/31/2019 | | A | 3,030 | ⁽⁵⁾ 01/31/2029 | Common Stock | 3,030 |

Reporting Owners

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

Signatures

By: Karla L. Harlow, Esq.
(Attorney-In-Fact) 02/04/2019

**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) Shares issued pursuant to vesting of performance-based restricted stock units that were granted to the reporting person on January 31, 2017 and on January 31, 2018, upon achievement of performance goals under the 2009 M&T Bank Corporation Equity Incentive Compensation Plan.
 - (2) The performance-based restricted stock units were granted under an equity incentive compensation plan maintained by M&T Bank Corporation, and therefore the reporting person paid no price for the performance-based restricted stock units.
 - (3) Shares withheld for taxes upon the settlement in shares of performance-based restricted stock units previously granted to the reporting person.
 - (4) The reported transaction involved the sale of shares pursuant to a pre-authorized trading plan meeting the requirements of Rule 10b5-1(c)(1) under the Securities Exchange Act of 1934, as amended.
 - (5) The option granted includes a total of 3,030 shares. 1,010 of the shares are exercisable on or after January 31, 2020; an additional 1,010 of the shares are exercisable on or after January 29, 2021; and the remaining 1,010 shares are exercisable on or after January 31, 2022.

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- (6) The option was granted under an equity incentive compensation plan maintained by M&T Bank Corporation, and therefore the reporting person paid no price for the option.

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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