

Warman D Scott N
Form 4
February 01, 2011

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 *
Warman D Scott N

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)
01/28/2011

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

ONE M&T PLAZA

Executive Vice President

(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 Ownership (Instr. 4)
Common Stock	01/28/2011		A ⁽¹⁾	V Amount \$ 0 ⁽²⁾	16,180.29	D ⁽³⁾	
Common Stock	01/28/2011		F ⁽⁴⁾	D \$ 86.35	15,464.29	D ⁽³⁾	
Common Stock	01/31/2011		A ⁽⁵⁾	V Amount \$ 0 ⁽²⁾	18,356.29	D ⁽³⁾	
Common Stock					5,323	I	401(k) Plan ⁽⁷⁾
Common Stock					1,280	I	By IRA

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

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Table with 8 columns: 1. Title of Derivative Security, 2. Conversion or Exercise Price of Derivative Security, 3. Transaction Date, 3A. Deemed Execution Date, 4. Transaction Code, 5. Number of Derivative Securities, 6. Date Exercisable and Expiration Date, 7. Title and Amount of Underlying Securities, 8. Price of Derivative Security. Row 1: Phantom Common Stock Units, (8), (8), (8), Common Stock, (8).

Reporting Owners

Table with 2 columns: Reporting Owner Name / Address, Relationships. Row 1: Warman D Scott N, ONE M&T PLAZA, BUFFALO, NY 14203; Director, 10% Owner, Officer, Executive Vice President, Other.

Signatures

By: Andrea R. Kozlowski, Esq. (Attorney-In-Fact) 02/01/2011
**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 transaction involves an award of fully vested restricted stock issued under the M&T Bank Corporation 2009 Equity Incentive Compensation Plan. The stock represents a portion of the reporting person's salary and may be subject to restrictions on transfer. For more information, please see the Current Report on Form 8-K filed by M&T Bank Corporation on January 25, 2010.

(2)

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The restricted stock was granted under an equity incentive compensation plan maintained by M&T Bank Corporation, and therefore the reporting person paid no price for the restricted stock.

- (3) Jointly owned.
- (4) The reported transaction includes shares withheld for taxes upon the vesting of restricted stock previously granted to the reporting person and also includes shares withheld for taxes in connection with the filer's stock salary award.
- (5) The reported transaction involves an award of restricted stock under the M&T Bank Corporation 2009 Equity Incentive Compensation Plan.

The restricted stock award includes a total of 2,892 shares. 867 shares of the restricted stock unit award will vest on January 31, 2013; an additional 868 shares will vest on January 31, 2014; and the remaining 1,157 shares will vest on January 30, 2015. The restricted stock award may also be subject to restrictions on transfer upon settlement. For more information on these restrictions, please see the Current Report on Form 8-K filed by M&T Bank Corporation on January 25, 2011.

- (7) The information presented is as of December 31, 2010.

- (8) 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 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.

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