

M&T BANK CORP
Form 4
January 11, 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)
01/09/2006

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, President & C.E.O.

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 12/15/2005 | | G | V 45,900 D | \$ 3,293,163 | D | (2) (3) |
| Common Stock | 01/09/2006 | | M | 100,000 A | \$ 3,393,163 | D | |
| Common Stock | | | | | 40,153 | I | By 401(k) Plan (4) |
| Common Stock | | | | | 214,540 | I | GRAT #5 (5) |
| Common Stock | | | | | 224,766 | I | GRAT #6 (5) |

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| | | | | | | | | | | |
|--------------|------------|--|---|---|--------|---------|------|------------------|---|-------------------|
| Common Stock | | | | | | 400,000 | I | See footnote (6) | | |
| Common Stock | 11/15/2004 | | G | V | 2,950 | D | (1) | 96,383 | I | See footnote (7) |
| Common Stock | 11/23/2005 | | G | V | 2,700 | D | (1) | 93,683 | I | See footnote (7) |
| Common Stock | 05/10/2005 | | G | V | 2,400 | D | (1) | 185,230 | I | See footnote (8) |
| Common Stock | 09/23/2005 | | G | V | 2,850 | D | (1) | 182,380 | I | See footnote (8) |
| Common Stock | 05/10/2005 | | G | V | 1,700 | D | (1) | 132,807 | I | See footnote (9) |
| Common Stock | 12/15/2005 | | G | V | 25,400 | A | (10) | 158,207 | I | See footnote (9) |
| Common Stock | 05/10/2005 | | G | V | 730 | D | (1) | 46,270 | I | See footnote (11) |
| Common Stock | 12/15/2005 | | G | V | 20,500 | A | (10) | 66,770 | I | See footnote (11) |

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount of Number of Shares |

| | | | | | | | | |
|-------------------------------------|---------|------------|---|---------|------|------------|-----------------|---------|
| Option (right to buy) | \$ 21.1 | 01/16/2006 | M | 100,000 | (12) | 01/16/2006 | Common Stock | 100,000 |
| Phantom Common Stock Units | (14) | | | | (14) | (14) | Common Stock | (14) |

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, President & C.E.O. | |

Signatures

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

01/11/2006

__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).
- (1) The reported transaction involves a transfer of securities by gift for which no payment of consideration was received by the reporting person.
- The GRATs (see (5) below), the West Ferry Foundation (see (8) below), the Roche Foundation (see (7) below), the St. Simon Charitable Foundation (see (9) below), the Interlaken Foundation (see (11) below) and the reporting person are members of a "group," as such term is used in Section 13(d)(3) of the Securities Exchange Act of 1934, as amended, which claims beneficial ownership of more than 5% of the outstanding shares of the Common Stock of M&T Bank Corporation. The reporting person, as a Trustee of the West Ferry Foundation and the GRATs, and as a director and President of each of the Roche Foundation, the St. Simon Charitable Foundation and the Interlaken Foundation previously filed Form 3 reports on behalf of the West Ferry Foundation, the Roche Foundation, the St. Simon Charitable Foundation, the Interlaken Foundation and each GRAT. (Please note that footnote (2) is continued in footnote (3) due to system limitations.)
- (2) (Please note that footnote (3) is a continuation of footnote (2).) The holdings of and transactions in the Common Stock of M&T Bank Corporation for the West Ferry Foundation, the Roche Foundation, the St. Simon Charitable Foundation, the Interlaken Foundation and each GRAT are reported in the reporting person's individual Form 4 report in reliance on the Commission staff's position in D?Ancona & Pflaum (February 18, 1992). Separate reports therefore are not filed on behalf of the West Ferry Foundation, the Roche Foundation, the St. Simon Charitable Foundation, the Interlaken Foundation or either GRAT.
- (3) The information presented is as of December 31, 2005.
- The indicated shares are held by Grantor Retained Annuity Trusts No's. 5 and 6, respectively, under indentures dated July 23, 1993 (individually, a "GRAT" and collectively, the "GRATs"). The reporting person is a trustee of each GRAT and holds sole voting and dispositive power over the shares held by the GRATs.
- (4) The indicated shares are held by a limited liability company of which the reporting person is the sole member.
- The indicated shares are held by the Roche Foundation, a Delaware not-for-profit, non-stock corporation in which the reporting person has no pecuniary interest. The reporting person is the sole director and president of the Roche Foundation and holds sole voting and dispositive power over the shares held by it.
- (5)
- (6)
- (7)
- (8)

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The indicated shares are held by the West Ferry Foundation, a charitable trust in which the reporting person has no pecuniary interest. The reporting person is the trustee of the West Ferry Foundation and holds sole voting and dispositive power over the shares held by it.

(9) The indicated shares are held by the St. Simon Charitable Foundation, a Delaware not-for-profit, non-stock corporation in which the reporting person has no pecuniary interest. The reporting person is a director and President of the St. Simon Charitable Foundation and holds voting and dispositive power over the shares held by it.

(10) The reported transaction involves a transfer of securities by gift for which no consideration was paid.

(11) The indicated shares are held by the Interlaken Foundation, a Delaware not-for-profit, non-stock corporation in which the reporting person has no pecuniary interest. The reporting person is a director and President of the Interlaken Foundation and holds voting and dispositive power over the shares held by it.

(12) Currently exercisable.

(13) The option was granted under an employee stock option plan maintained by M&T Bank Corporation, and therefore the reporting person paid no price for the option.

(14) 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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