

M&T BANK CORP  
Form 4  
May 15, 2008

**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 \*  
**BENNETT ROBERT 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)  
**437 ROSEMEADE LANE**  
  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**05/13/2008**

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

**NAPLES, FL 34105**  
  
(City) (State) (Zip)

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

**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)
			Code	V	Amount (A) or (D) Price		
Common Stock	05/13/2008		S		600 D \$ 91.5901	D	
Common Stock	05/13/2008		S		400 D \$ 91.5972	D	
Common Stock	05/13/2008		S		1,000 D \$ 91.6026	D	
Common Stock	05/13/2008		S		500 D \$ 91.6044	D	
Common Stock	05/13/2008		S		1,000 D \$ 91.609	D	
Common Stock	05/13/2008		S		1,500 D \$ 91.619	D	

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Common Stock							
Common Stock	05/13/2008	S	600	D	\$ 91.64	46,690	D
Common Stock	05/13/2008	S	1,000	D	\$ 91.6408	45,690	D
Common Stock	05/13/2008	S	400	D	\$ 91.6472	45,290	D
Common Stock	05/13/2008	S	600	D	\$ 91.66	44,690	D
Common Stock	05/13/2008	S	400	D	\$ 91.669	44,290	D
Common Stock	05/13/2008	S	1,000	D	\$ 91.6726	43,290	D
Common Stock	05/13/2008	S	500	D	\$ 91.689	42,790	D
Common Stock	05/13/2008	S	390	D	\$ 91.72	42,400	D
Common Stock	05/13/2008	S	100	D	\$ 91.73	42,300	D
Common Stock	05/13/2008	S	400	D	\$ 91.7308	41,900	D
Common Stock	05/13/2008	S	510	D	\$ 91.75	41,390	D
Common Stock	05/13/2008	S	200	D	\$ 91.7501	41,190	D
Common Stock	05/13/2008	S	400	D	\$ 91.7572	40,790	D
Common Stock	05/13/2008	S	500	D	\$ 91.7854	40,290	D
Common Stock	05/13/2008	S	500	D	\$ 91.7936	39,790	D
Common Stock	05/13/2008	S	1,000	D	\$ 91.8164	38,790	D
Common Stock	05/13/2008	S	500	D	\$ 91.8572	38,290	D
Common Stock	05/13/2008	S	1,000	D	\$ 91.8762	37,290	D
Common Stock	05/15/2008	S	2,000	D	\$ 93.4	35,290	D
	05/15/2008	S	2,000	D	\$ 93.43	33,290	D

Common Stock								
Common Stock	05/15/2008	S	2,000	D	\$ 93.45	31,290	D	
Common Stock	05/15/2008	S	2,000	D	\$ 93.46	29,290	D	
Common Stock	05/15/2008	S	2,000	D	\$ 93.47	27,290	D	
Common Stock	05/15/2008	S	2,000	D	\$ 93.52	25,290	D	

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

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**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)	9. Number of Derivative Securities Owned Beneficially (Instr. 3, 4, and 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BENNETT ROBERT J 437 ROSEMEADE LANE NAPLES, FL 34105	X			

## Signatures

By: Brian R. Yoshida, Esq.  
(Attorney-In-Fact) 05/15/2008

\_\_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).

### Remarks:

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

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.