

M&T BANK CORP
Form 4
April 27, 2005

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 *
SHEEHY EUGENE 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)

ALLIED IRISH BANKS,
P.L.C., BANKCENTRE,
BALLSBRIDGE

3. Date of Earliest Transaction
(Month/Day/Year)
04/25/2005

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

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

DUBLIN, L2 4

(City) (State) (Zip)

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 | | | |
| Common Stock | 04/25/2005 | | M | | | 9,000 | | D | |
| Common Stock | 04/25/2005 | | M | | | 3,496 | | D | |
| Common Stock | 04/25/2005 | | S | | | 143 | | D | |
| Common Stock | 04/25/2005 | | S | | | 3,700 | | D | |
| Common Stock | 04/25/2005 | | S | | | 200 | | D | |

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| | | | | | | | |
|--------------|------------|---|-------|---|-----------|-------|------------------|
| Common Stock | 04/25/2005 | S | 200 | D | \$ 100.78 | 8,253 | D |
| Common Stock | 04/25/2005 | S | 200 | D | \$ 100.77 | 8,053 | D |
| Common Stock | 04/25/2005 | S | 100 | D | \$ 100.76 | 7,953 | D |
| Common Stock | 04/25/2005 | S | 100 | D | \$ 100.75 | 7,853 | D |
| Common Stock | 04/25/2005 | S | 500 | D | \$ 100.62 | 7,353 | D |
| Common Stock | 04/25/2005 | S | 6,200 | D | \$ 100.6 | 1,153 | D ⁽¹⁾ |

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

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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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Option (right to buy) | \$ 81.67 | 04/25/2005 | | M | 9,000 | ⁽²⁾ 05/01/2005 | Common Stock | 9,000 |
| Option (right to buy) | \$ 91.75 | 04/25/2005 | | M | 3,496 | ⁽⁴⁾ 05/01/2005 | Common Stock | 3,496 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

SHEEHY EUGENE J
ALLIED IRISH BANKS, P.L.C.
BANKCENTRE, BALLSBRIDGE
DUBLIN, L2 4

X

Signatures

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

04/27/2005

__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 reporting person is the chief executive officer designate of Allied Irish Banks, p.l.c. ("AIB"), and has been designated by AIB to
- (1) serve as a director of M&T Bank Corporation pursuant to contractual rights. AIB owns 26,700,000 shares of M&T Bank Corporation's common stock, beneficial ownership of which is disclaimed by the reporting person.
 - (2) The option included a total of 30,000 shares. 9,000 of the covered shares are currently exercisable and the remaining 21,000 shares were forfeited by the reporting person upon his resignation as an executive vice president of M&T Bank Corporation on April 1, 2005.
 - (3) 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.
 - (4) The option included a total of 34,969 shares. 3,496 of the covered shares are currently exercisable and the remaining 31,473 shares were forfeited by the reporting person upon his resignation as an executive vice president of M&T Bank Corporation on April 1, 2005.

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.