Edgar Filing: SHEETZ STEPHEN G - Form 4

SHEETZ ST Form 4	EPHEN G									
January 04, FORM	ЛЛ							OMB AF	PROVAL	
	UNITED	Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES								
Check th if no lon subject to Section Form 4 c	ger STATEN 16.									
Form 5 obligatio may con <i>See</i> Instr 1(b).	tinue. Section 17(response 0. 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)									
SHEETZ STEPHEN G Syr			Issuer Name and Ticker or Trading bol 2T BANK CORP [MTB]				5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (M	Middle) 3. Da	te of Earliest T	ransaction			(Check all applicable)			
5700 6TH AVENUE 12/30/2 (Street) 4. If Ame			(Month/Day/Year) 12/30/2005				XDirector10% Owner Officer (give titleOther (specify below)below)			
			Amendment, Day/Year	-	ıl		 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person 			
ALTOONA	, PA 16602-1111						Form filed by M Person			
(City)	(State)	(Zip)	Fable I - Non-I	Derivative	Secu	rities Acqu	uired, Disposed of	, or Beneficiall	y Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, any (Month/Day/Ye.	n Date, if Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) Day/Year) (Instr. 8) (A)			d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)			
Common Stock	12/30/2005		М	235	А	<u>(1)</u>	19,565	D		
Common Stock	01/03/2006		A <u>(2)</u>	91	А	\$ 109.05	19,656	D		

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.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

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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. Transacti Code (Instr. 8)	5. Number on of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	Expiration Da (Month/Day/*	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 or Number of Shares	
Phantom Stock Units	<u>(3)</u>	12/30/2005		М	23:	5 12/30/2005	12/30/2005	Common Stock	235 <u>(3)</u>	

Reporting Owners

Reporting Owner Name / Address	Relationships						
1	Director	10% Owner	Officer	Other			
SHEETZ STEPHEN G 5700 6TH AVENUE ALTOONA, PA 16602-1111	Х						
Signatures							
By: Brian R. Yoshida, Esq. (Attorney-In-Fact)		(01/04/20	06			
**Signature of Reporting Person	n		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 represents the settlement, for stock, of phantom stock units under a director fee plan maintained by M&T Bank Corporation, and therefore the reporting person paid no price for the stock. Also see footnote 3.
- (2) Stock received in lieu of cash fees pursuant to the M&T Bank Corporation Directors' Stock Plan.

The reported phantom stock units resulted from the conversion of existing phantom stock units received by the reporting person under a director fee plan maintained by Keystone Financial, Inc., which was acquired by M&T Bank Corporation on October 6, 2000, and

- (3) represent a like number of shares of M&T Bank Corporation common stock. The phantom stock units may be settled in shares of M&T Bank Corporation common stock or cash upon a distribution in accordance with the terms of the plan. The reported phantom stock units also include units acquired through the reporting person's participation in the dividend reinvestment feature of the plan.
- (4) The information reported is as of December 31, 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.