

M&T BANK CORP  
 Form 4/A  
 September 19, 2006

**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 \*  
 SPYCHALA MICHAEL R

(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)  
 08/24/2006

4. If Amendment, Date Original Filed(Month/Day/Year)  
 08/25/2006

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Sr. VP & Controller

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	08/24/2006		M		10,000	A	\$ 29
Common Stock	08/24/2006		M		7,500	A	\$ 44.2063
Common Stock	08/24/2006		S		200	D	\$ 122.93
Common Stock	08/24/2006		S		500	D	\$ 122.94
Common Stock	08/24/2006		S		100	D	\$ 122.95

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Common Stock	08/24/2006	S	400	D	\$ 122.96	26,826	D
Common Stock	08/24/2006	S	1,600	D	\$ 122.97	25,226	D
Common Stock	08/24/2006	S	100	D	\$ 122.98	25,126	D
Common Stock	08/24/2006	S	200	D	\$ 123	24,926	D
Common Stock	08/24/2006	S	500	D	\$ 123.01	24,426	D
Common Stock	08/24/2006	S	100	D	\$ 123.02	24,326	D
Common Stock	08/24/2006	S	1,200	D	\$ 123.06	23,126	D
Common Stock	08/24/2006	S	300	D	\$ 123.07	22,826	D
Common Stock	08/24/2006	S	100	D	\$ 123.08	22,726	D
Common Stock	08/24/2006	S	500	D	\$ 123.13	22,226	D
Common Stock	08/24/2006	S	400	D	\$ 123.16	21,826	D
Common Stock	08/24/2006	S	100	D	\$ 123.17	21,726	D
Common Stock	08/24/2006	S	200	D	\$ 123.18	21,526	D
Common Stock	08/24/2006	S	400	D	\$ 123.2	21,126	D
Common Stock	08/24/2006	S	600	D	\$ 123.22	20,526	D
Common Stock	08/24/2006	S	200	D	\$ 123.23	20,326	D
Common Stock	08/24/2006	S	500	D	\$ 123.24	19,826	D
Common Stock	08/24/2006	S	200	D	\$ 123.25	19,626	D
Common Stock	08/24/2006	S	100	D	\$ 123.27	19,526	D
Common Stock	08/24/2006	S	100	D	\$ 123.33	19,426	D
	08/24/2006	S	100	D	\$ 123.35	19,326	D

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Common Stock								
Common Stock	08/24/2006		S	200	D	\$ 123.5	19,126	D
Common Stock	08/24/2006		S	130	D	\$ 123.52	18,996	D
Common Stock	08/24/2006		F	1,459	D	\$ 123.39	17,537	D
Common Stock	08/24/2006		M	1,500	A	\$ 29	1,500	I By Wife

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. Amount or Number of Shares
Option (Right to buy)	\$ 29	08/24/2006		M	10,000	<u>(1)</u> 01/21/2007	Common Stock	10,000
Option (Right to buy)	\$ 44.2063	08/24/2006		M	7,500	<u>(1)</u> 01/20/2008	Common Stock	7,500
Option (Right to buy)	\$ 29	08/24/2006		M	1,500	<u>(1)</u> 01/21/2007	Common Stock	1,500
Option (Right to buy)	\$ 44.2063	08/24/2006		M	1,000	<u>(1)</u> 01/20/2008	Common Stock	1,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SPYCHALA MICHAEL R ONE M&T PLAZA BUFFALO, NY 14203-2399			Sr. VP & Controller	

## Signatures

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

09/19/2006

\_\_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) Currently exercisable.

### Remarks:

This is the first of two Amended Form 4 filings by the reporting person to correct a clerical error that overstated the amount of

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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