

Yonkman Mark W  
Form 4  
October 24, 2006

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Yonkman Mark W

(Last) (First) (Middle)

ONE M&amp;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)  
10/23/2006

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

Sr. VP/General Counsel

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ 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	10/23/2006		M		3,248	A	\$ 85	3,248	D
Common Stock	10/23/2006		S		300	D	\$ 121.7	2,948	D
Common Stock	10/23/2006		S		300	D	\$ 121.71	2,648	D
Common Stock	10/23/2006		S		200	D	\$ 121.7154	2,448	D
Common Stock	10/23/2006		S		100	D	\$ 121.7156	2,348	D

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Common Stock	10/23/2006	S	100	D	\$ 121.717	2,248	D
Common Stock	10/23/2006	S	500	D	\$ 121.73	1,748	D
Common Stock	10/23/2006	S	800	D	\$ 121.75	948	D
Common Stock	10/23/2006	S	200	D	\$ 121.7514	748	D
Common Stock	10/23/2006	S	248	D	\$ 121.756	500	D
Common Stock	10/23/2006	S	500	D	\$ 121.84	0	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.**

SEC 1474  
(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 (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. Filing Date (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Option (right to buy)	\$ 85	10/23/2006		M	3,248	<u>(1)</u>	04/30/2014	Common Stock	3,248	

## Reporting Owners

Reporting Owner Name / Address	Relationships
Yonkman Mark W ONE M&T PLAZA BUFFALO, NY 14203-2399	Director 10% Owner Officer Other Sr. VP/General Counsel

## Signatures

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

10/24/2006

\_\_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 option includes a total of 12,000 shares. 3,600 of the covered shares are currently exercisable; 3,600 of the covered shares are exercisable on or after April 30, 2007; and the remaining 4,800 covered shares are exercisable on or after April 30, 2008.
- (2) 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.

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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