M&T BANK CORP

Form 4 August 05, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL

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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

1(b).

Form 5

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading PEARSON KEVIN J Issuer Symbol M&T BANK CORP [MTB] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner X_ Officer (give title Other (specify 350 PARK AVENUE, 6TH FLOOR 08/02/2013 below) **Executive Vice President** (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting NEW YORK, NY 10022

	,	Person					
(City)	(State)	(Zip) Ta	able I - Non-I	Derivative Securities Acqui	red, Disposed of,	or Beneficially	y Owned
1.Title of	2. Transaction Date		3.	1 '		6.	7. Nature of
Security	(Month/Day/Year)	Execution Date, it	f Transaction	omr Disposed of (D)	Securities	Ownership	Indirect
(Instr. 3)		any	Code	(Instr. 3, 4 and 5)	Beneficially	Form:	Beneficial
		(Month/Day/Year	r) (Instr. 8)		Owned	Direct (D)	Ownership
					Following	or Indirect	(Instr. 4)

		Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)	(Instr. 4)
Common Stock	08/02/2013	M	14,603	A	\$ 101.8	53,428.68	D
Common Stock	08/02/2013	F	13,671	D	\$ 119.12	39,757.68	D

Common By 401(k) I 2,466 Stock Plan (1)

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

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Reported

(I)

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number.

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. 5. Number of TransactionDerivative Code Securities (Instr. 8) 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (right to buy)	\$ 101.8	08/02/2013		M	14,603	(2)	01/18/2015	Common Stock	14,603
Phantom Common Stock Units	<u>(4)</u>					<u>(4)</u>	<u>(4)</u>	Common Stock	<u>(4)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships

Director 10% Owner Officer Other

PEARSON KEVIN J 350 PARK AVENUE 6TH FLOOR NEW YORK, NY 10022

Executive Vice President

Signatures

By: Andrea R. Kozlowski, Esq. (Attorney-In-Fact)

08/05/2013

**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 information presented is as of June 30, 2013.
- (2) Currently exercisable.
- (3) The option was granted under an incentive stock option plan maintained by M&T Bank Corporation, and therefore the reporting person paid no price for the option.
- (4) The reported phantom common stock units are held by the reporting person in an excess benefit plan account maintained by M&T Bank Corporation and represent a like number of shares of M&T Bank Corporation common stock. The phantom common stock units may only be settled in cash and distributed in accordance with the terms of the plan. The reported phantom common stock units also include units

Reporting Owners 2

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acquired through the dividend reinvestment feature of the plan.

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.