M&T BANK CORP Form 4 October 03, 2014

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

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Form 4 or
Form 5
obligations
may continue.

See Instruction

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).

(Print or Type Responses)

| 1. Name and A Hawke John | • | orting Person * | 2. Issuer Name and Ticker or Trading Symbol | 5. Relationship of Reporting Person(s) to Issuer | | |
|-------------------------------------|------------|-----------------|--|---|--|--|
| | | | M&T BANK CORP [MTB] | (Check all applicable) | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction | | | |
| | | | (Month/Day/Year) | X Director 10% Owner | | |
| 555 TWELFTH STREET, NW, ROOM 812 | | | 10/01/2014 | Officer (give title Other (special below) | | |
| | (Street) | | 4. If Amendment, Date Original | 6. Individual or Joint/Group Filing(Check | | |
| | | | Filed(Month/Day/Year) | Applicable Line) | | |
| WASHING | ГОN, DC 20 | 0004-1206 | | _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person | | |
| (City) | (State) | (Zip) | Table I Non Donivative Committee | Assuited Disposed of an Bonoficially Oven | | |

| (,) | () | 1a | bie I - Non | -Derivative | Secur | mes Acquire | a, Disposea oi, oi | r Beneficially | Ownea |
|------------------------|--------------------------------------|-------------------------------|------------------|--------------|------------------|----------------|---|----------------------------|-------------------------|
| 1.Title of Security | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if | 3. Transactio | 4. Securitie | • | uired (A) or | 5. Amount of Securities | 6. Ownership | 7. Nature of Indirect |
| (Instr. 3) | (. . , | any (Month/Day/Year) | Code (Instr. 8) | (Instr. 3, 4 | ` ′ | | Beneficially Owned | Form: Direct (D) | Beneficial Ownership |
| | | (Month/Day/Tear) | Code V | Amount | (A) or (D) | Price | Following Reported Transaction(s) (Instr. 3 and 4) | or Indirect (I) (Instr. 4) | (Instr. 4) |
| Common Stock | 10/01/2014 | | A <u>(1)</u> | 183 | A | \$ 123.29 | 2,431.4132 | D | |
| Common Stock | 10/01/2014 | | A(2) | 80.4137 | A | \$ 124.3259 | 2,524.0349 ⁽³⁾ | D | |

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

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SEC 1474

(9-02)

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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 | 2. | 3. Transaction Date | 3A. Deemed | 4. | 5. | 6. Date Exerc | cisable and | 7. Title | and | 8. Price of | 9. Nu |
|-------------|-------------|---------------------|--------------------|------------|------------|---------------|-------------|-----------|-------------|-------------|--------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transactio | orNumber | Expiration D | ate | Amount | t of | Derivative | Deriv |
| Security | or Exercise | | any | Code | of | (Month/Day/ | Year) | Underly | ing | Security | Secui |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) | Derivative | e | | Securitie | es | (Instr. 5) | Bene |
| | Derivative | | | | Securities | | | (Instr. 3 | and 4) | | Own |
| | Security | | | | Acquired | | | | | | Follo |
| | • | | | | (A) or | | | | | | Repo |
| | | | | | Disposed | | | | | | Trans |
| | | | | | of (D) | | | | | | (Instr |
| | | | | | (Instr. 3, | | | | | | |
| | | | | | 4, and 5) | | | | | | |
| | | | | | | | | ^ | mount | | |
| | | | | | | | | | mount | | |
| | | | | | | Date | Expiration | Title N | r Jumber | | |
| | | | | | | Exercisable | Date | | | | |
| | | | | C + V | (A) (D) | | | 0 | | | |
| | | | | Code V | (A) (D) | | | S | hares | | |

Reporting Owners

| 100/ 0 | | |
|-----------|-----------|------------------|
| 10% Owner | Officer | Other |
| | | |
| _ | 10% Owner | 0% Owner Officer |

Signatures

By: Karla Braun-Kolbe, Esq. 10/03/2014 (Attorney-In-Fact)

> **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).
- This transaction represents stock received by the reporting person in lieu of cash fees pursuant to the M&T Bank Corporation 2008 **(1)** Directors' Stock Plan.
- This transaction represents shares purchased pursuant to an SEC Rule 10b5-1 instruction to the issuer's transfer agent through the voluntary cash payment feature of the M&T Bank Corporation Dividend Reinvestment Plan.
- Includes 12.2080 shares which were acquired between July 1, 2014 and September 30, 2014 through participation in the M&T Bank (3) Corporation Dividend Reimbursement 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.

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