**M&T BANK CORP** 

Form 4

February 02, 2016

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB APPROVAL

Number: 3235-0287

January 31,

Estimated average burden hours per

Expires:

burden hours per response... 0.5

if no longer subject to Section 16. Form 4 or Form 5

Check this box

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 Adda<br>Todaro Michae | •       | ng Person * | 2. Issuer Name <b>and</b> Ticker or Trading Symbol M&T BANK CORP [MTB] | 5. Relationship of Reporting Person(s) to Issuer   |  |  |  |
|-----------------------------------|---------|-------------|--|--|--|--|--|
| (Last)                            | (First) | (Middle)    | 3. Date of Earliest Transaction  | (Check all applicable)   |  |  |  |
|                                   |         |             | (Month/Day/Year)   | Director 10% Owner   |  |  |  |
| ONE M&T PLAZA                     |         |             | 01/29/2016   | _X_ Officer (give title Other (speci<br>below) below)<br>Executive Vice President                    |  |  |  |
| (Street) BUFFALO, NY 14203        |         |             | 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 Person |  |  |  |

| (City)                               | (State)                              | (Zip) Tabl  | e I - Non-D                            | <b>Derivative</b>                      | Secur    | rities Acqu  | ired, Disposed of  | or Beneficiall  | y Owned   |
|--------------------------------------|--------------------------------------|---|--|--|----------|--------------|--|---|---|
| 1.Title of<br>Security<br>(Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transactio<br>Code<br>(Instr. 8) | 4. Securi<br>on(A) or Di<br>(Instr. 3, | spose    | d of (D)     | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6.<br>Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
| Common<br>Stock                      | 01/29/2016                           |   | A(1)                                   | 1,780                                  | A<br>(1) | \$ 0 (2)     | 5,910  | D   |   |
| Common<br>Stock                      | 01/29/2016                           |   | F(3)                                   | 1,485                                  | D        | \$<br>110.18 | 4,425  | 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 | TransactionNumber |            | Expiration D  | Expiration Date |              | 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      |        |             |        |
|             |             |                     |                    |                   |            | Exercisable   | Date            | Title Number |        |             |        |
|             |             |                     |                    | C + V             | (A) (D)    |               |                 |              |        |             |        |
|             |             |                     |                    | Code V            | (A) (D)    |               |                 | S            | hares  |             |        |

### **Reporting Owners**

Relationships Reporting Owner Name / Address

> Officer Other Director 10% Owner

Todaro Michael J. ONE M&T PLAZA BUFFALO, NY 14203

**Executive Vice President** 

**Signatures** 

By: Karla Braun-Kolbe, Esq. (Attorney-In-Fact)

02/02/2016

\*\*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).
  - Shares issued pursuant to vesting of performance-vested restricted stock units that were granted to the reporting person on January 31,
- (1) 2014 and on January 30, 2015, upon achievement of performance goals under the 2009 M&T Bank Corporation Equity Incentive Compensation Plan.
- The performance-vested restricted stock units were granted under an equity incentive compensation plan maintained by M&T Bank Corporation, and therefore the reporting person paid no price for the performance-vested restricted stock units.
- Shares withheld for taxes upon the vesting of restricted stock and upon the settlement in shares of restricted stock units (including performance-vested restricted stock units) previously granted to the reporting person.

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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