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Check this box if no longer subject to Section 16. UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 OMB Number Expire STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Expire								OMB Number: Expires: Estimated a burden hour response	•		
(Print or Type	Responses)										
			2. Issuer Name and Ticker or Trading Symbol M&T BANK CORP [MTB]					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) (First) (Middle) ONE M&T PLAZA			3. Date of Earliest Transaction (Month/Day/Year) 05/20/2011					Director 10% Owner X Officer (give title Other (specify below) below) Executive Vice President			
			4. If Amendment, Date Original Filed(Month/Day/Year)					 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person 			
(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned								ly Owned			
1.Title of Security (Instr. 3)		unsaction Date 2A. Deemed th/Day/Year) Execution Date, if any (Month/Day/Year)			4. Securiti r(A) or Dis (Instr. 3, 4) Amount	sposed	l of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. 7. Nature of Ownership Indirect Form: Direct Beneficial (D) or Ownership Indirect (I) (Instr. 4) (Instr. 4)		
Common Stock	05/20/2011			A <u>(1)</u>	115.77	A (1)	\$ 0 <u>(2)</u>	28,360.003	D		
Common Stock	05/20/2011			F	37	D	\$ 88.04	28,323.003	D		
Common Stock								1.819	D <u>(3)</u>		
Common Stock								17	Ι	By Son <u>(4)</u>	

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.

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 Exer	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	Number	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	'Year)	Under	lying	Security	Secu
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
	-				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
									Amount		
						Date	Expiration		or		
						Exercisable	Date		Number		
				Cala V	(A) (D)				of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
reporting o where reality read too	Director	10% Owner	Officer	Other			
Gold Richard S ONE M&T PLAZA BUFFALO, NY 14203			Executive Vice President				
Signatures							
By: Andrea R. Kozlowski, Esa							

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

**Signature of Reporting Person

05/24/2011 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).
- The reported transaction involves an award of fully vested restricted stock issued under the M&T Bank Corporation 2009 Equity
 (1) Incentive Compensation Plan. The stock represents a portion of the reporting person's salary and may be subject to restrictions on transfer. For more information, please see the Current Report on Form 8-K filed by M&T Bank Corporation on January 25, 2011.
- (2) The restricted stock was granted under an equity incentive compensation plan maintained by M&T Bank Corporation, and therefore the reporting person paid no price for the restricted stock.
- (3) Jointly owned.
- (4) These shares are owned by the son of the reporting person under the Uniform Transfers to Minors Act for which the reporting person is custodian.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners

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