WASHINGTON HERBERT L

Form 4 July 06, 2011

FORM 4

OMB APPROVAL

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

Expires: January 31, 2005

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 0.5

5. Relationship of Reporting Person(s) to

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

2. Issuer Name and Ticker or Trading

1(b).

Common

Stock

(Print or Type Responses)

1. Name and Address of Reporting Person *

| WASHING | Symbol | Symbol M&T BANK CORP [MTB] | | | | (Check all applicable) | | | |
|--------------------------------------|---|----------------------------|------------------------------------|--------------------------------|--|------------------------|--|--|----------------------|
| (Last) 4900 MARI | (First) (N | | f Earliest Tr Day/Year) .011 | ransaction | | | _X_ Director Officer (give below) | 10% | Owner er (specify |
| DO A DOM | (Street) | | endment, Da nth/Day/Year | Č | .1 | | 6. Individual or Jo Applicable Line) _X_ Form filed by 0 Form filed by N | - | rson |
| (City) | (State) | (Zip) Tab | | | ~ | | Person | | |
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | - I au | 3. | 4. Securion(A) or D (Instr. 3, | ties A ispose 4 and (A) or | cquired d of (D) 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) | |
| Common Stock | 07/01/2011 | | A(1) | 186 | A | \$ 87.95 | 7,263 | 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.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

By Wife

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| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transacti Code (Instr. 8) | | | ate | 7. Title Amoun Under | int of lying ities | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene |
|---|---|---|---|---------------------------------------|-----------------------------------|---------------------|-----------------|----------------------------|--------------------------|--|---------------------------------|
| | Derivative Security | | | | Securities Acquired | | | (Instr. | 3 and 4) | | Owne Follo |
| | | | | | (A) or Disposed | | | | | | Repo Trans |
| | | | | | of (D) (Instr. 3, 4, and 5) | | | | | | (Instr |
| | | | | | 4, and 3) | | | | Amount | | |
| | | | | | | Date Exercisable | Expiration Date | Title | or Number of | | |
| | | | | Code V | (A) (D) | | | | Shares | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | |
|--|---------------|-----------|---------|-------|--|--|
| • 0 | Director | 10% Owner | Officer | Other | | |
| WASHINGTON HERBERT L 4900 MARKET STREET BOARDMAN, OH 44512 | X | | | | | |

Signatures

By: Andrea R. Kozlowski, Esq. 07/06/2011 (Attorney-In-Fact)

**Signature of Reporting Person

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) This transaction represents stock received by the reporting person in lieu of cash fees pursuant to the M&T Bank Corporation 2008 Directors' Stock 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.

Date

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