#### BENNETT ROBERT J

Form 4

October 05, 2011

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

0.5

January 31, Expires: 2005

**OMB APPROVAL** 

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may continue.

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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 See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and A BENNETT	ddress of Repor	rting Person *	2. Issuer Name and Symbol M&T BANK CO	, and the second	5. Relationship of Reporting Person(s) to Issuer			
(Last) (First) (Middle)			3. Date of Earliest Tra	ansaction	(Check all applicable)			
437 ROSEM	IEADE LAN	Έ	(Month/Day/Year) 10/03/2011		_X_ Director Officer (give to below)	tle 10% Owner Other (specify below)		
(Street)			4. If Amendment, Dat	te Original	6. Individual or Joint/Group Filing(Check			
NAPLES, F.	L 34105		Filed(Month/Day/Year)		Applicable Line) _X_ Form filed by Or Form filed by Mo Person	ne Reporting Person ore than One Reporting		
(City)	(State)	(Zip)	Table I - Non-D	erivative Securities Acq	uired, Disposed of,	or Beneficially Owned		
1.Title of	2. Transaction	Date 2A. Dee	med 3.	4. Securities Acquired	5. Amount of 6	6. Ownership 7. Nature		

(City)	(State) (2	Table Table	e I - Non-D	erivative S	Securi	ties Acq	puired, Disposed o	of, or Beneficial	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	4. Securities Acq on(A) or Disposed o (D) (Instr. 3, 4 and 5) (A) or		d of 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)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	10/03/2011		Code V $A_{\underline{(1)}}$	Amount 248	(D)	Price \$ 69.9	19,173	D	
Common Stock							30,000	I	By IRA
Common Stock							2,500	I	By Trust
Common Stock							2,500	I	By Trust
Common Stock							4,170	I	By Trust
							50,000	I	By Wife

Common Stock

Common Stock 480 I By IRA of Wife

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

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SEC 1474

(9-02)

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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. Transactio Code (Instr. 8)	5.  Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Titl Amou Under Secur (Instr.	int of rlying	8. Price of Derivative Security (Instr. 5)
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
• 0	Director	10% Owner	Officer	Other			
BENNETT ROBERT J							
437 ROSEMEADE LANE	X						
NAPLES, FL 34105							

# **Signatures**

By: Andrea R. Kozlowski, Esq. (Attorney-In-Fact) 10/05/2011

\*\*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) 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.

Reporting Owners 2

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(2) The reported shares are held in trust for the benefit of a child of the reporting person. The reporting person is a co-trustee of the trust.
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