#### BRAUNSCHEIDEL STEPHEN J

Form 4

October 23, 2012

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

Expires:

January 31, 2005

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**OMB APPROVAL** 

response...

Section 16. Form 4 or Form 5 obligations may continue.

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if no longer

subject to

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)

See Instruction

1. Name and A BRAUNSC	^	orting Person * EPHEN J	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			10/19/2012	_X_ Officer (give title Other (specify below)			
				Executive Vice President			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)	Applicable Line)			
BUFFALO, NY 14203-2399				_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

(City)	(State)	(Zip) Tak	ole I - Non-	Derivativ	e Secu	rities Acquire	ed, Disposed of, o	or Beneficially	Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired (A) or TransactiorDisposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)  (A) or Code V Amount (D) Price			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	` ′	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock	10/19/2012		A(1)	111.27	A (1)	\$ 0 (2)	23,206.61	D	
Common Stock	10/19/2012		F	1,000 (3)	D	\$ 103.7	22,206.61	D	
Common Stock	10/19/2012		M	15,000	A	\$ 91.75	37,206.61	D	
Common Stock	10/19/2012		S	13,911	D	\$ 103.2501 (4)	23,295.61	D	
Common Stock							7,210	I	By 401(k)

Plan  $\stackrel{(5)}{=}$ 

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

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SEC 1474 (9-02)

# 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. Transacti Code (Instr. 8)	orDerivative		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (right to buy)	\$ 91.75	10/19/2012		M		15,000	<u>(6)</u>	01/20/2014	Common Stock	15,000
Phantom Common Stock Units	(8)						(8)	<u>(8)</u>	Common Stock	(8)

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

BRAUNSCHEIDEL STEPHEN J ONE M&T PLAZA BUFFALO, NY 14203-2399

**Executive Vice President** 

### **Signatures**

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

10/23/2012

\*\*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)

Reporting Owners 2

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The reported transaction involves an award of fully vested restricted stock issued under the M&T Bank Corporation 2009 Equity Incentive Compensation Plan and represents a portion of the reporting person's salary.

- (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) The reported transaction includes shares withheld to pay a portion of the stock option cost and also includes shares withheld for taxes in connection with the filer's stock salary award.
  - This transaction was executed in multiple trades at prices ranging from \$103.02 to \$103.43. The price reported above reflects the
- (4) weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- (5) The information presented is as of September 30, 2012.
- (6) Currently exercisable.
- The option was granted under an employee stock option plan maintained by M&T Bank Corporation, and therefore the reporting person paid no price for the option.
- The reported phantom common stock units are held by the reporting person in an excess benefit plan account maintained by M&T Bank Corporation and represent a like number of shares of M&T Bank Corporation common stock. The phantom common stock units may only be settled in cash upon distribution in accordance with the terms of the plan. The reported phantom common stock units also include units acquired through the dividend reinvestment feature of the 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.