M&T BANK CORP

Form 4 January 31, 2017

FORM 4

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

Washington, D.C. 20549

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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 Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Gold Richard S Issuer Symbol M&T BANK CORP [MTB] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner _X__ Officer (give title _ Other (specify ONE M&T PLAZA 01/27/2017 below) **Executive Vice President** (Street) 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 BUFFALO, NY 14203 Person

(City)	(State)	(Zip) Table I - Non-Derivative Securities Acquired, Disposed of, 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. Transactic Code (Instr. 8)	(Instr. 3,	(A) or	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)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock	01/27/2017		Code V $A_{\underline{(1)}}$	Amount 3,630	(D) A (1)	Price \$ 0 (2)	46,344.713	D		
Common Stock	01/27/2017		F(3)	1,343	D	\$ 164.04	45,001.713	D		
Common Stock	01/30/2017		A(4)	3,461	A (4)	\$ 0 (2)	48,462.713	D		
Common Stock	01/30/2017		F(3)	1,778	D	\$ 163.25	46,684.713	D		
Common Stock							2.116 <u>(5)</u>	D (6)		

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January 31,

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Estimated average

burden hours per

Common 17 Ι By Son (7) Stock

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

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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 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. Transactic Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3,		ate Year)	Amou Under Securi	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code V	4, and 5) (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

Gold Richard S ONE M&T PLAZA

Executive Vice President

Signatures

BUFFALO, NY 14203

By: Brian R. Yoshida, Esq. 01/31/2017 (Attorney-in-Fact)

> **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-based restricted stock units that were granted to the reporting person on January 29, **(1)** 2016, upon achievement of performance goals under the 2009 M&T Bank Corporation Equity Incentive Compensation Plan.
- The performance-based 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-based restricted stock units.

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- (3) Shares withheld for taxes upon the settlement in shares of performance-based restricted stock units previously granted to the reporting person.
- (4) Shares issued pursuant to vesting of performance-based restricted stock units that were granted to the reporting person on January 30, 2015, upon achievement of performance goals under the 2009 M&T Bank Corporation Equity Incentive Compensation Plan.
- (5) Includes 0.009 of a share which was acquired between September 30, 2016 and December 31, 2016 through participation in the M&T Bank Corporation Dividend Reinvestment Plan.
- (6) Jointly owned.
- (7) These shares are owned by the son of the reporting person through a custodial account 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. 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.