

M&T BANK CORP  
Form 8-K  
September 23, 2005

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported):

September 20, 2005

**M&T Bank Corporation**

(Exact name of registrant as specified in its charter)

New York

1-9861

16-0968385

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(I.R.S. Employer  
Identification No.)

One M&T Plaza, Buffalo, New York

14203

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

(716) 842-5445

Not Applicable

Former name or former address, if changed since last report

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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**Item 5.02 Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.**

(b) On September 20, 2005, Gary Kennedy resigned as a director of M&T and its principal banking subsidiary, M&T Bank, effective as of the conclusion of the joint meeting of the Boards of Directors of M&T and M&T Bank that was held that day.

(d) Pursuant to its right under that certain Agreement and Plan of Reorganization dated as of September 26, 2002 by and among M&T, Allied Irish Banks, p.l.c. ("AIB") and Allfirst Financial Inc. to designate four individuals to the Boards of Directors of M&T and M&T Bank for as long as its owns at least 15% of M&T's outstanding common stock, AIB nominated Colm E. Doherty to succeed Mr. Kennedy. At the joint meeting of the Boards of Directors of M&T and M&T Bank held on September 20, 2005, and based upon the recommendation of the Nomination, Compensation and Governance Committee of the Board of Directors of M&T, Mr. Doherty, 46, was unanimously elected as a director of M&T and M&T Bank.

The public announcement regarding Mr. Doherty's election and Mr. Kennedy's resignation was made by means of a news release, the text of which is set forth in Exhibit 99 to this Form 8-K and which is incorporated herein by reference in its entirety.

**Item 9.01 Financial Statements and Exhibits.**

(c) Exhibits

Exhibit 99 - News Release dated September 21, 2005. Filed herewith.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

M&T Bank Corporation

*September 23, 2005*

*By: /s/ Rene F. Jones*

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*Name: Rene F. Jones*

*Title: Senior Vice President and Chief Financial Officer*

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Exhibit Index

<b><u>Exhibit No.</u></b>	<b><u>Description</u></b>
99	News Release dated September 21, 2005