GEISEL GARY N Form 3/A July 06, 2009

FORM 3

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

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF **SECURITIES**

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

(Print or Type Responses)

1. Name and Address of Reporting Person *

GEISEL GARY N

(Last) (First) (Middle)

910 SOUTH RIVER LANDING

Statement

(Month/Day/Year)

05/23/2009

2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol

M&T BANK CORP [MTB]

4. Relationship of Reporting

Person(s) to Issuer

5. If Amendment, Date Original Filed(Month/Day/Year)

05/29/2009

(Check all applicable)

10% Owner _X_ Director Officer Other (give title below) (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person

Form filed by More than One

Reporting Person

EDGEWATER, MDÂ 21037

(Street)

(City) (State) (Zip)

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)

ROAD

2. Amount of Securities Beneficially Owned (Instr. 4)

Ownership Form:

4. Nature of Indirect Beneficial Ownership (Instr. 5)

401 (k) Plan (3)

Direct (D) or Indirect (I)

(Instr. 5)

Common Stock 15,071 (1)

Common Stock 2,428 (2) D I

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

SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and **Expiration Date** (Month/Day/Year)

3. Title and Amount of Securities Underlying **Derivative Security** (Instr. 4)

Conversion Ownership or Exercise Form of

6. Nature of Indirect Beneficial Ownership (Instr. 5)

Price of Derivative

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)	
Option (Right to Buy)	(4)	10/20/2009	Common Stock	3,014 (5)	\$ 105.99	D	Â
Option (Right to Buy)	(4)	12/20/2010	Common Stock	3,604 (5)	\$ 107.85	D	Â
Option (Right to Buy)	(4)	03/21/2011	Common Stock	9,010 (5)	\$ 121.6	D	Â
Option (Right to Buy)	(4)	01/16/2012	Common Stock	2,574 <u>(5)</u>	\$ 143.8	D	Â
Option (Right to Buy)	(4)	02/16/2013	Common Stock	3,432 (5)	\$ 196.13	D	Â
Option (Right to Buy)	(4)	04/16/2013	Common Stock	4,290 (5)	\$ 139.09	D	Â
Option (Right to Buy)	(4)	02/15/2014	Common Stock	3,538 (5)	\$ 209.76	D	Â
Option (Right to Buy)	(4)	02/18/2014	Common Stock	6,865 <u>(5)</u>	\$ 187.73	D	Â
Option (Right to Buy)	(4)	02/21/2015	Common Stock	6,235 (5)	\$ 208.01	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
GEISEL GARY N						
910 SOUTH RIVER LANDING ROAD	ÂΧ	Â	Â	Â		

EDGEWATER, MDÂ 21037

Signatures

By: Brian R. Yoshida, Esq. 07/06/2009 (Attorney-In-Fact)

> **Signature of Reporting Person Date

Explanation of Responses:

- If the form is filed by more than one reporting person, see Instruction 5(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) The number of shares reflects an adjustment in the number of shares of M&T Bank Corporation ("M&T") common stock received by the reporting person pursuant to the Agreement and Plan of Merger among M&T, First Empire State Holding Company ("First Empire"), a wholly owned subsidiary of M&T, and Provident Bankshares Corporation ("Provident") pursuant to which the reporting person, as a shareholder of Provident, received the right to acquire 0.171625 of a share of M&T common stock for each share of Provident common stock held by the reporting person at the time of the consummation of the merger ("Merger") of Provident with and into First Empire on May 23, 2009. The number of shares has been updated to reflect the actual number of shares of M&T common stock witheld for the

Reporting Owners 2

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payment of taxes in connection with the settlement of restricted stock awards for which the restrictions lapsed upon the Merger.

- Acquired pursuant to the Agreement and Plan of Merger (the "Merger Agreement") among M&T Bank Corporation ("M&T"), First Empire State Holding Company, a wholly owned subsidiary of M&T ("First Empire"), and Provident Bankshares Corporation
- (2) ("Provident") pursuant to which the reporting person, as a shareholder of Provident, received the right to acquire 0.171625 of a share of M&T common stock for each share of Provident common stock held by the reporting person at the time of the consummation of the merger of Provident with and into First Empire on May 23, 2009.
- (3) The information presented is as of May 23, 2009.
- (4) Currently exercisable
- Under the terms of the Merger Agreement, the outstanding and unexercised stock options to acquire Provident common stock were converted into stock options to acquire M&T common stock adjusted to reflect the exchange ratio applicable to Provident common stock.

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.