Beardi James J Form 4 March 30, 2010

## FORM 4

#### OMB APPROVAL

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

Expires: January 31, 2005

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 0.5

5 Deletionship of Deporting Degrap(s) to

Section 16. Form 4 or Form 5 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 Departing De

| Beardi James J |          |          | 2. Issuer Name <b>and</b> Ticker or Trading Symbol | Issuer  |  |  |  |  |
|----------------|----------|----------|--|---|--|--|--|--|
|                |          |          | M&T BANK CORP [MTB]                                | (Check all applicable)  |  |  |  |  |
| (Last)         | (First)  | (Middle) | 3. Date of Earliest Transaction                    |   |  |  |  |  |
|                |          |          | (Month/Day/Year)                                   | Director 10% Owner  |  |  |  |  |
| ONE M&T I      | PLAZA    |          | 03/26/2010   | 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,       | NV 1/202 |          |  | _X_ Form filed by One Reporting Person<br>Form filed by More than One Reporting |  |  |  |  |
| BUITALO,       | 11 14203 |          |  | Person  |  |  |  |  |
| (City)         | (State)  | (Zip)    | Table I - Non-Derivative Securities A              | Acquired, Disposed of, or Beneficially Owned                                    |  |  |  |  |
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| . •                 | Table 1 - Non-Derivative Securities Acquired, Disposed of, of Beneficiary Owned |                        |  |        |           |                            |                        |                        |            |
|---------------------|---|------------------------|--|--------|-----------|----------------------------|------------------------|------------------------|------------|
| 1.Title of          | 2. Transaction Date   | 3.                     | 1  |        |           | 5. Amount of               | 6.                     | 7. Nature of           |            |
| Security (Instr. 3) | (Month/Day/Year)  | Execution Date, if any | Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) |        |           | Securities<br>Beneficially | Ownership Form: Direct | Indirect<br>Beneficial |            |
|                     |   | (Month/Day/Year)       | (Instr. 8)   |        |           |                            | Owned                  | (D) or                 | Ownership  |
|                     |   |                        |  |        |           |                            | Following              | Indirect (I)           | (Instr. 4) |
|                     |   |                        |  |        | (4)       |                            | Reported               | (Instr. 4)             |            |
|                     |   |                        |  |        | (A)       |                            | Transaction(s)         |                        |            |
|                     |   |                        | Code V   | Amount | or<br>(D) | Price                      | (Instr. 3 and 4)       |                        |            |
| Common<br>Stock     | 03/26/2010  |                        | A(1)   | 102.33 | A<br>(1)  | \$ 0 (2)                   | 68,577.84              | D                      |            |
| Common<br>Stock     | 03/26/2010  |                        | F  | 38     | D         | \$<br>80.81                | 68,539.84              | D                      |            |

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 | 2.          | 3. Transaction Date | 3A. Deemed         | 4.         | 5.         | 6. Date Exerc | cisable and     | 7. Title                 | and    | 8. Price of | 9. Nu  |
|-------------|-------------|---------------------|--------------------|------------|------------|---------------|-----------------|--------------------------|--------|-------------|--------|
| Derivative  | Conversion  | (Month/Day/Year)    | Execution Date, if | Transactio | onNumber   | Expiration D  | ate             | Amount                   | t of   | Derivative  | Deriv  |
| Security    | or Exercise |                     | any                | Code       | of         | (Month/Day/   | Year)           | Underly                  | ing    | Security    | Secui  |
| (Instr. 3)  | Price of    |                     | (Month/Day/Year)   | (Instr. 8) | Derivative | e             |                 | Securitie                | es     | (Instr. 5)  | Bene   |
|             | Derivative  |                     |                    |            | Securities |               |                 | (Instr. 3                | and 4) |             | Own    |
|             | Security    |                     |                    |            | Acquired   |               |                 |                          |        |             | Follo  |
|             | •           |                     |                    |            | (A) or     |               |                 |                          |        |             | Repo   |
|             |             |                     |                    |            | Disposed   |               |                 |                          |        |             | Trans  |
|             |             |                     |                    |            | of (D)     |               |                 |                          |        |             | (Instr |
|             |             |                     |                    |            | (Instr. 3, |               |                 |                          |        |             |        |
|             |             |                     |                    |            | 4, and 5)  |               |                 |                          |        |             |        |
|             |             |                     |                    |            |            |               |                 | ^                        | mount  |             |        |
|             |             |                     |                    |            |            |               |                 |                          | mount  |             |        |
|             |             |                     |                    |            |            | Date          | Expiration Date | or<br>Title Number<br>of |        |             |        |
|             |             |                     |                    |            |            | Exercisable   |                 |                          |        |             |        |
|             |             |                     |                    | C + V      | (A) (D)    |               |                 |                          |        |             |        |
|             |             |                     |                    | Code V     | (A) (D)    |               |                 | S                        | hares  |             |        |

## **Reporting Owners**

Relationships Reporting Owner Name / Address

> Officer Other Director 10% Owner

Beardi James J ONE M&T PLAZA BUFFALO, NY 14203

**Executive Vice President** 

### **Signatures**

By: Brian R. Yoshida, Esq. (Attorney-In-Fact)

03/30/2010

\*\*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).
- The reported transaction involves an award of fully vested restricted stock issued under the M&T Bank Corporation 2009 Equity (1) Incentive Compensation Plan. The stock represents a portion of the reporting person's salary and may be subject to restrictions on
- 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.

transfer. For more information, please see the Current Report on Form 8-K filed by M&T Bank Corporation on January 25, 2010.

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.

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