Beardi James J Form 4 May 11, 2010

# FORM 4

### **OMB APPROVAL**

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

**OMB** 3235-0287 Number:

0.5

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

January 31, Expires: 2005

Estimated average

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

burden hours per response...

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 Reporting Person ** Beardi James J			2. Issuer Name and Ticker or Trading Symbol Met BANK CORD (MTR)	5. Relationship of Reporting Person(s) to Issuer			
(Lost)	M&T BANK CORP [MTB]			(Check all applicable)			
(Last) (First) ONE M&T PLAZA		(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 05/07/2010	Director 10% Owner X Officer (give title Other (specify below) Executive Vice President			
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
BUFFALO, NY 14203							
(City)	(Ctata)	(7in)					

(City)	(State)	Table	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	f, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)  (A) or			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	05/07/2010		Code V $A_{\underline{(1)}}$	Amount 98.36	(D) A (1)	Price \$ 0 (2)	68,758.55	D	
Common Stock	05/07/2010		F	36	D	\$ 84.07	68,722.55	D	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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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	orNumber	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	Title N			
						Exercisable		Title Number of			
				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)

05/11/2010

\*\*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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