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WASHINGT Form 4 April 05, 201	CON HERBERT I	-									
								OMB APPROVAL			
	STATES	SECURITIES AND EXCHANGE C Washington, D.C. 20549					COMMISSION	OMB Number:	3235-0287		
Check this box if no longer subject to STATEMENT O			F CHAN	GES IN I	BENEF	ICIA	NERSHIP OF	Expires:	January 31, 2005		
Section 1	SECURITIES						Estimated average burden hours per				
Form 4 o Form 5		sugnt to S	Section 10	6(a) of the	- Securit	ies F	vchang	e Act of 1934,	response	0.5	
obligation may cont <i>See</i> Instru 1(b).	$\frac{1}{1}$ inue. Section 17(a	a) of the I	Public Ut		ling Con	npany	y Act of	1935 or Section	1		
(Print or Type F	Responses)										
WACHINGTON HEDDEDT I			2. Issuer Symbol	Name and	Ticker or	Tradii	ng	5. Relationship of Reporting Person(s) to Issuer			
		M&T BANK CORP [MTB]					(Check all applicable)				
(Last)	(First) (M	liddle)	3. Date of Earliest Transaction								
			(Month/Day/Year) 04/01/2011					X_ Director 10% Owner Officer (give title Other (specify below) below)			
				f Amendment, Date Original				6. Individual or Joint/Group Filing(Check			
Filed(M BOARDMAN, OH 44512				onth/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
	м, оп 44312							Person			
(City)	(State)	(Zip)	Table	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	nsaction Date 2A. Deemed h/Day/Year) Execution Date, if any (Month/Day/Year)			4. Securi on(A) or Di (Instr. 3,	spose	d of (D)	Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
				Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)			
Common Stock	04/01/2011			A <u>(1)</u>	98	А	\$ 88.47	7,077	D		
Common Stock								500	I	By Wife	

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

 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)	4. Transact Code (Instr. 8)	5. tionNumber of) Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	3	Date	Amou Unde Secur	le and unt of rlying rities : 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owna Follo Repo Trans (Instr
			Code V	. ,	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

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Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer Other				
WASHINGTON HERBERT L 4900 MARKET STREET BOARDMAN, OH 44512	Х						
Signatures							
By: Andrea R. Kozlowski, Esq. (Attorney-In-Fact)			04/05	/2011			

**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).
- This transaction represents stock received by the reporting person in lieu of cash fees pursuant to the M&T Bank Corporation 2008 (1) Directors' Stock Plan.

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.