

M&T BANK CORP  
Form 4  
January 31, 2017

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN 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 \*  
Martocci Gino A.

(Last) (First) (Middle)  
350 PARK AVENUE  
(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
M&T BANK CORP [MTB]

3. Date of Earliest Transaction (Month/Day/Year)  
01/27/2017

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Executive Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 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) |           |   |                               |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|-----------|---|-------------------------------|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price   |           |   |                               |
| Common Stock                    | 01/27/2017                           |  | A <sup>(1)</sup>               |   | 2,193   | A <sup>(1)</sup>   | \$ 0 <sup>(2)</sup>                                   | 10,948.54 | D |                               |
| Common Stock                    | 01/27/2017                           |  | F <sup>(3)</sup>               |   | 811   | D  | \$ 164.04   | 10,137.54 | D |                               |
| Common Stock                    | 01/30/2017                           |  | A <sup>(4)</sup>               |   | 1,768   | A <sup>(4)</sup>   | \$ 0 <sup>(2)</sup>                                   | 11,905.54 | D |                               |
| Common Stock                    | 01/30/2017                           |  | F <sup>(3)</sup>               |   | 654   | D  | \$ 163.25   | 11,251.54 | D |                               |
| Common Stock                    |                                      |  |                                |   |   |  |   | 1,611     | I | By 401(k) Plan <sup>(5)</sup> |

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

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(9-02)

**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) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares |
| Phantom Common Stock Units                 | (6)  |                                      |  |                                |   | (6)  | (6)   | Common Stock                               | (6)                        |

## Reporting Owners

| Reporting Owner Name / Address                            | Relationships |           |                          |       |
|---|---------------|-----------|--------------------------|-------|
|   | Director      | 10% Owner | Officer                  | Other |
| Martocci Gino A.<br>350 PARK AVENUE<br>NEW YORK, NY 10022 |               |           | Executive Vice President |       |

## Signatures

By: Brian R. Yoshida, Esq.  
(Attorney-In-Fact) 01/31/2017

\*\*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).
- (1) Shares issued pursuant to vesting of performance-based restricted stock units that were granted to the reporting person on January 29, 2016, upon achievement of performance goals under the 2009 M&T Bank Corporation Equity Incentive Compensation Plan.
- (2) The performance-based restricted stock units were granted under an equity incentive compensation plan maintained by M&T Bank Corporation, and therefore the reporting person paid no price for the performance-based restricted stock units.

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- (3) Shares withheld for taxes upon the settlement in shares of the performance-based restricted stock units previously granted to the reporting person.
- (4) Shares issued pursuant to vesting of performance-based restricted stock units that were granted to the reporting person on January 30, 2015, upon achievement of performance goals under the 2009 M&T Bank Corporation Equity Incentive Compensation Plan.
- (5) The information presented is as of December 30, 2016.

- The reported phantom common stock units are held by the reporting person in an excess benefit plan account maintained by M&T Bank Corporation and represent a like number of shares of M&T Bank Corporation common stock. The phantom common stock units may only be settled in cash upon distribution in accordance with the terms of the plan. The reported phantom common stock units also include units acquired through the dividend reinvestment feature of the plan.
- (6)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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