

WILMERS ROBERT G

Form 4

November 29, 2017

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**WILMERS ROBERT G**

(Last) (First) (Middle)

**ONE M&T PLAZA**

(Street)

**BUFFALO, NY 14203-2399**

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
**11/27/2017**

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)

Chairman of the Board and CEO

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)
Common Stock				(A) or (D)			
			Code	V	Amount		Price
Common Stock					2,214,016	D	
Common Stock					57,439	I	By 401 (k) Plan <u>(1)</u>
Common Stock					0 <u>(2)</u>	I	1999 Family Trust
Common Stock					0 <u>(2)</u>	I	2000 Family Trust
					400,000	I	

Common Stock				See footnote <sup>(3)</sup>
Common Stock	390,809	I		See footnote <sup>(4)</sup>
Common Stock	409,062	I		See footnote <sup>(5)</sup>
Common Stock	2,654,816 <sup>(6)</sup>	I		See footnote <sup>(7)</sup>

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

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SEC 1474  
(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	(8)					(8)	(8)	Common Stock	(8)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WILMERS ROBERT G ONE M&T PLAZA BUFFALO, NY 14203-2399	X		Chairman of the Board and CEO	

## Signatures

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

11/29/2017

\_\_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) The information presented is as of September 30, 2017.

(2) On November 27, 2017, the reporting person resigned as trustee of the Robert G. Wilmers 1999 Family Trust and the Robert G. Wilmers 2000 Family Trust and is no longer required to report transactions or holdings of shares owned by such trusts.

(3) The indicated shares are held by a limited liability company of which the reporting person is the sole member.

The indicated shares are held by Roche Foundation, Inc., a Delaware not-for-profit, non-stock corporation in which the reporting person has no pecuniary interest. The reporting person is the sole director and president of Roche Foundation, Inc. and holds sole voting and dispositive power over the shares held by it.

(5) The indicated shares are held by the Interlaken Foundation, a Delaware not-for-profit, non-stock corporation in which the reporting person has no pecuniary interest. The reporting person is a director and President of the Interlaken Foundation and holds voting and dispositive power over the shares held by it.

(6) On March 3, 2017, 628,064 shares were distributed gratuitously by Mallarme Investments Limited ("Mallarme") to a limited liability company that the reporting person has no pecuniary interest in and does not hold any voting or dispositive power over the shares held by it, and as a result is not required to report transactions or holdings of shares owned by this limited liability company.

(7) On May 31, 2017, Mallarme distributed gratuitously 2,654,816 shares to Voltaire Holdings, LLC, a limited liability company whose sole shareholder is Mallarme Trust, an English law trust that the reporting person is sole trustee of and the beneficiaries of which are the reporting person's sister and sister's descendants. The reporting person has no pecuniary interest in these shares and disclaims beneficial ownership thereof. The inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of these shares for purposes of Section 16 or for any other purpose.

(8) 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.

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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