

SALAMONE DENIS J

Form 4

January 24, 2018

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 *
SALAMONE DENIS J

(Last) (First) (Middle)

10160 NORTHRIDGE COURT

(Street)

BONITA SPRINGS, FL 34135

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
01/22/2018

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)

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	01/22/2018		M	31,511 A	\$ 186.72	125,133	D
Common Stock	01/22/2018		S	31,511 D	\$ 188	93,622	D
Common Stock					7,917	I	By ESOP ⁽¹⁾
Common Stock					5,000	I	By Family Foundation ⁽²⁾

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. Date of Acquisition or Disposition (Instr. 3, 4, and 5)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (right to buy)	\$ 186.72	01/22/2018		M		31,511		<u>(3)</u>	01/24/2018	Common Stock	31,511

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
SALAMONE DENIS J 10160 NORTHRIDGE COURT BONITA SPRINGS, FL 34135	X

Signatures

By: Brian R. Yoshida, Esq.
(Attorney-In-Fact) 01/24/2018

__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 allocated for the benefit of the reporting person under the Employee Stock Ownership Plan ("ESOP") of Hudson City Savings Bank.

The indicated shares are held by the Salamone Family Foundation, a nonprofit corporation in which the reporting person has no pecuniary interest. The reporting person is a trustee of the Salamone Family Foundation and holds voting and dispositive power over the shares held by it.

(3) Currently exercisable.

The option was granted under an employee stock option plan maintained by Hudson City Bancorp, Inc. ("Hudson City") and was converted into a stock option to acquire M&T common stock pursuant to the Agreement and Plan of Merger by M&T and Hudson City. The reporting person paid no price for the option.

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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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