M&T BANK CORP
Form 4
May 15, 2008

FORM 4

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

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
BENNETT ROBERT J

(Last) (First) (Middle)

437 ROSEMEADE LANE

(Street)

NAPLES, FL 34105

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
05/13/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
_____ Officer (give title below) _____ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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	05/13/2008		S		600	D	$ 91.5901	51,690	D	
Common Stock	05/13/2008		S		400	D	$ 91.5972	51,290	D	
Common Stock	05/13/2008		S		1,000	D	$ 91.6026	50,290	D	
Common Stock	05/13/2008		S		500	D	$ 91.6044	49,790	D	
Common Stock	05/13/2008		S		1,000	D	$ 91.609	48,790	D	
	05/13/2008		S		1,500	D	$ 91.619	47,290	D	

Common Stock							
Common Stock	05/13/2008	S	600	D	$ 91.64	46,690	D
Common Stock	05/13/2008	S	1,000	D	$ 91.6408	45,690	D
Common Stock	05/13/2008	S	400	D	$ 91.6472	45,290	D
Common Stock	05/13/2008	S	600	D	$ 91.66	44,690	D
Common Stock	05/13/2008	S	400	D	$ 91.669	44,290	D
Common Stock	05/13/2008	S	1,000	D	$ 91.6726	43,290	D
Common Stock	05/13/2008	S	500	D	$ 91.689	42,790	D
Common Stock	05/13/2008	S	390	D	$ 91.72	42,400	D
Common Stock	05/13/2008	S	100	D	$ 91.73	42,300	D
Common Stock	05/13/2008	S	400	D	$ 91.7308	41,900	D
Common Stock	05/13/2008	S	510	D	$ 91.75	41,390	D
Common Stock	05/13/2008	S	200	D	$ 91.7501	41,190	D
Common Stock	05/13/2008	S	400	D	$ 91.7572	40,790	D
Common Stock	05/13/2008	S	500	D	$ 91.7854	40,290	D
Common Stock	05/13/2008	S	500	D	$ 91.7936	39,790	D
Common Stock	05/13/2008	S	1,000	D	$ 91.8164	38,790	D
Common Stock	05/13/2008	S	500	D	$ 91.8572	38,290	D
Common Stock	05/13/2008	S	1,000	D	$ 91.8762	37,290	D
Common Stock	05/15/2008	S	2,000	D	$ 93.4	35,290	D
	05/15/2008	S	2,000	D	$ 93.43	33,290	D

Common Stock							
Common Stock	05/15/2008	S	2,000	D	$ 93.45	31,290	D
Common Stock	05/15/2008	S	2,000	D	$ 93.46	29,290	D
Common Stock	05/15/2008	S	2,000	D	$ 93.47	27,290	D
Common Stock	05/15/2008	S	2,000	D	$ 93.52	25,290	D

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

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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 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)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BENNETT ROBERT J 437 ROSEMEADE LANE NAPLES, FL 34105	X			

Signatures

By: Brian R. Yoshida, Esq. (Attorney-In-Fact)	05/15/2008

**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).

Remarks:

This is the first of two Form 4 filings by the reporting person to report the reporting person's transactions that occured on May

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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