

SADLER ROBERT E JR
 Form 4
 February 11, 2010

FORM 4

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

OMB APPROVAL

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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 *
SADLER ROBERT E JR

(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)
02/10/2010

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)
 Vice Chairman

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		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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)			
Common Stock	01/15/2008 ⁽¹⁾		J ⁽²⁾	V	66,835	A	\$ 0	210,905	D
Common Stock	06/22/2008 ⁽¹⁾		J ⁽³⁾	V	140,000	D	\$ 0	70,905	D
Common Stock	03/05/2009 ⁽¹⁾		J ⁽²⁾	V	14,165	A	\$ 0	85,070	D
Common Stock	08/11/2009 ⁽¹⁾		J ⁽⁴⁾	V	82,901	A	\$ 0	167,971	D
Common Stock	08/11/2009 ⁽¹⁾		J ⁽⁵⁾	V	100,000	D	\$ 0	67,971	D

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Common Stock						7,023	I	See footnote <u>(6)</u>		
Common Stock	01/15/2008 ⁽¹⁾		J ⁽²⁾	V	66,835	D	\$ 0	14,165	I	By GRAT #2 <u>(7)</u>
Common Stock	03/05/2009 ⁽¹⁾		J ⁽²⁾	V	14,165	D	\$ 0	0	I	By GRAT #2
Common Stock	06/22/2008 ⁽¹⁾		J ⁽³⁾	V	140,000	A	\$ 0	140,000	I	By GRAT #3 <u>(8)</u>
Common Stock	08/11/2009 ⁽¹⁾		J ⁽⁴⁾	V	82,901	D	\$ 0	57,099	I	By GRAT #3 <u>(8)</u>
Common Stock	02/10/2010		S		25,000	D	\$ 72.5037 <u>(9)</u>	32,099	I	By GRAT #3 <u>(8)</u>
Common Stock	02/11/2010		S		30,000	D	\$ 72.3447 <u>(10)</u>	2,099	I	By GRAT #3 <u>(8)</u>
Common Stock	08/11/2009 ⁽¹⁾		J ⁽⁵⁾	V	100,000	A	\$ 0	100,000	I	By GRAT #4 <u>(11)</u>
Common Stock								10,284	I	401 (k) Plan <u>(12)</u>

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	Common Stock
(13)	(13)
(13)	(13)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SADLER ROBERT E JR ONE M&T PLAZA BUFFALO, NY 14203-2399	X			Vice Chairman

Signatures

By: Brian R. Yoshida, Esq.
(Attorney-In-Fact) 02/11/2010

**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 reporting of these transactions is voluntary and therefore does not constitute a late filing.
- (2) This transaction represents a distribution to the reporting person from GRAT #2 in the form of an annuity. See footnote (7) for information regarding GRAT #2.
On June 22, 2008, the reporting person contributed 140,000 shares of M&T Bank Corporation common stock to a Grantor Retained Annuity Trust ("GRAT #3") of which the reporting person is the trustee and his descendants are beneficiaries. The reporting person continues to report the beneficial ownership of all of the M&T Bank Corporation common stock held by the GRAT #3 but disclaims beneficial ownership except to the extent of his pecuniary interest therein.
- (3) This transaction represents a distribution to the reporting person from GRAT #3 in the form of an annuity. See footnote (8) for information regarding GRAT #3.
On August 11, 2009, the reporting person contributed 100,000 shares of M&T Bank Corporation common stock to a Grantor Retained Annuity Trust ("GRAT #4") of which the reporting person is the trustee and his descendants are beneficiaries. The reporting person continues to report the beneficial ownership of all of the M&T Bank Corporation common stock held by the GRAT #4 but disclaims beneficial ownership except to the extent of his pecuniary interest therein.
- (4) The indicated shares are held by the Sadler Family Foundation, a charitable trust in which the reporting person has no pecuniary interest. The reporting person is a trustee of the Sadler Family Foundation and holds voting and dispositive power over the shares held by it.
- (5) The indicated shares are held by a Grantor Retained Annuity Trust ("GRAT #2") of which the reporting person is trustee and of which the reporting person and his descendants are beneficiaries. The reporting person continues to report beneficial ownership of all of the M&T Bank Corporation common stock held by the GRAT #2 but disclaims beneficial ownership except to the extent of his pecuniary interest therein.
- (6) The indicated shares are held by a Grantor Retained Annuity Trust ("GRAT #3") of which the reporting person is trustee and of which the reporting person and his descendants are beneficiaries. The reporting person continues to report beneficial ownership of all of the M&T Bank Corporation common stock held by the GRAT #3 but disclaims beneficial ownership except to the extent of his pecuniary interest therein.
- (7) This transaction was executed in multiple trades at prices ranging from \$72.42 to \$72.72. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff or a security holder of the issuer full
- (8)
- (9)

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information regarding the number of shares and prices at which the transaction was effected.

(10) This transaction was executed in multiple trades at prices ranging from \$72.04 to \$72.75. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

(11) The indicated shares are held by a Grantor Retained Annuity Trust ("GRAT #4") of which the reporting person is trustee and of which the reporting person and his descendants are beneficiaries. The reporting person continues to report beneficial ownership of all of the M&T Bank Corporation common stock held by the GRAT #4 but disclaims beneficial ownership except to the extent of his pecuniary interest therein.

(12) The information presented is as of December 31, 2009.

(13) 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 a 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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