

M&T BANK CORP  
Form 3  
April 10, 2017

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0104  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

**INITIAL STATEMENT OF 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 * |         | 2. Date of Event Requiring Statement             | 3. Issuer Name <b>and</b> Ticker or Trading Symbol |  |
| Â Urban Julianne                          |         | (Month/Day/Year)                                 | M&T BANK CORP [MTB]                                |  |
| (Last)                                    | (First) | (Middle)   | 03/31/2017   |  |
| ONE M&T PLAZA                             |         | 4. Relationship of Reporting Person(s) to Issuer |  | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street)                                  |         |  |  |  |
| BUFFALO,Â NYÂ 14203                       |         |  |  |  |
| (City)                                    | (State) | (Zip)  |  |  |

(Check all applicable)

|   |                                    |
|---|------------------------------------|
| <input type="checkbox"/> Director           | <input type="checkbox"/> 10% Owner |
| <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other     |
| (give title below) (specify below)          |                                    |
| Senior VP & General Auditor                 |                                    |

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 Beneficially Owned**

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock                    | 2,421 <sup>(1)</sup>                                  | D  | Â   |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
|  | Date Exercisable   | Expiration Date   | Title  | Amount or Number of  |   |

Shares (I)  
(Instr. 5)

## Reporting Owners

| Reporting Owner Name / Address                       | Relationships |           |                               |       |
|--|---------------|-----------|-------------------------------|-------|
|  | Director      | 10% Owner | Officer                       | Other |
| Urban Julianne<br>ONE M&T PLAZA<br>BUFFALO, NY 14203 | Â             | Â         | Â Senior VP & General Auditor | Â     |

## Signatures

Karla L. Harlow 04/10/2017  
 \*\*Signature of Date  
 Reporting Person

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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 reported holding includes multiple awards of restricted stock totaling 608 shares, of which 121 shares of restricted stock will vest on January 29, 2018, 118 shares of restricted stock will vest on January 30, 2018, 82 shares of restricted stock will vest on January 31, 2018, 122 shares of restricted stock will vest on January 29, 2019, 82 shares of restricted stock will vest on January 31, 2019, and 83 shares of restricted stock will vest on January 31, 2020.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.