

GEISEL GARY N  
Form 3/A  
July 06, 2009

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

OMB APPROVAL

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**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 GEISEL GARY N		(Month/Day/Year)	M&T BANK CORP [MTB]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
			(Check all applicable)	05/29/2009
910 SOUTH RIVER LANDING ROAD			<input checked="" type="checkbox"/> Director	6. Individual or Joint/Group Filing(Check Applicable Line)
	(Street)		<input type="checkbox"/> 10% Owner	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			<input type="checkbox"/> Officer	<input type="checkbox"/> Form filed by More than One Reporting Person
			(give title below)	(specify below)
EDGEWATER, Â MD Â 21037				
(City)	(State)	(Zip)		

**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	15,071 <sup>(1)</sup>	D	Â
Common Stock	2,428 <sup>(2)</sup>	I	401 (k) Plan <sup>(3)</sup>

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

SEC 1473 (7-02)

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**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	5. Ownership Form of Derivative	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)	
Option (Right to Buy)	Â (4)	10/20/2009	Common Stock	3,014 (5)	\$ 105.99	D	Â
Option (Right to Buy)	Â (4)	12/20/2010	Common Stock	3,604 (5)	\$ 107.85	D	Â
Option (Right to Buy)	Â (4)	03/21/2011	Common Stock	9,010 (5)	\$ 121.6	D	Â
Option (Right to Buy)	Â (4)	01/16/2012	Common Stock	2,574 (5)	\$ 143.8	D	Â
Option (Right to Buy)	Â (4)	02/16/2013	Common Stock	3,432 (5)	\$ 196.13	D	Â
Option (Right to Buy)	Â (4)	04/16/2013	Common Stock	4,290 (5)	\$ 139.09	D	Â
Option (Right to Buy)	Â (4)	02/15/2014	Common Stock	3,538 (5)	\$ 209.76	D	Â
Option (Right to Buy)	Â (4)	02/18/2014	Common Stock	6,865 (5)	\$ 187.73	D	Â
Option (Right to Buy)	Â (4)	02/21/2015	Common Stock	6,235 (5)	\$ 208.01	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GEISEL GARY N 910 SOUTH RIVER LANDING ROAD EDGEWATER, MD 21037	Â X	Â	Â	Â

## Signatures

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

07/06/2009

\*\*Signature of Reporting Person

Date

## 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 number of shares reflects an adjustment in the number of shares of M&T Bank Corporation ("M&T") common stock received by the reporting person pursuant to the Agreement and Plan of Merger among M&T, First Empire State Holding Company ("First Empire"), a wholly owned subsidiary of M&T, and Provident Bankshares Corporation ("Provident") pursuant to which the reporting person, as a shareholder of Provident, received the right to acquire 0.171625 of a share of M&T common stock for each share of Provident common stock held by the reporting person at the time of the consummation of the merger ("Merger") of Provident with and into First Empire on May 23, 2009. The number of shares has been updated to reflect the actual number of shares of M&T common stock withheld for the

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payment of taxes in connection with the settlement of restricted stock awards for which the restrictions lapsed upon the Merger.

Acquired pursuant to the Agreement and Plan of Merger (the "Merger Agreement") among M&T Bank Corporation ("M&T"), First Empire State Holding Company, a wholly owned subsidiary of M&T ("First Empire"), and Provident Bankshares Corporation

- (2) ("Provident") pursuant to which the reporting person, as a shareholder of Provident, received the right to acquire 0.171625 of a share of M&T common stock for each share of Provident common stock held by the reporting person at the time of the consummation of the merger of Provident with and into First Empire on May 23, 2009.
- (3) The information presented is as of May 23, 2009.
- (4) Currently exercisable
- (5) Under the terms of the Merger Agreement, the outstanding and unexercised stock options to acquire Provident common stock were converted into stock options to acquire M&T common stock adjusted to reflect the exchange ratio applicable to Provident common stock.

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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