

M&T BANK CORP  
Form 4  
February 04, 2013

**FORM 4**

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

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).

**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 \*  
**WILMERS ROBERT G**

(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)  
**01/31/2013**

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)  
**Chairman of the Board and CEO**

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	01/31/2013		A <sup>(1)</sup>		12,806	A	\$ 0
					(2)	(1)	(3)
					2,701,304.87		D
Common Stock	01/31/2013		A <sup>(1)</sup>		5,746	A	\$ 0
					(4)	(1)	(3)
					2,707,050.87		D
Common Stock					51,604	I	By 401 (k) Plan <sup>(5)</sup>
Common Stock					214,540	I	GRAT #5 <sup>(6)</sup>
Common Stock					224,766	I	GRAT #6 <sup>(6)</sup>
					400,000	I	

Common Stock				See footnote <u>(7)</u>
Common Stock	78,532		I	See footnote <u>(8)</u>
Common Stock	141,825		I	See footnote <u>(9)</u>
Common Stock	248,664		I	See footnote <u>(10)</u>
Common Stock	210,924		I	See footnote <u>(11)</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	<u>(12)</u>					<u>(12)</u>	<u>(12)</u>	Common Stock	<u>(12)</u>

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

Director	10% Owner	Officer	Other
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WILMERS ROBERT G  
ONE M&T PLAZA  
BUFFALO, NY 14203-2399

X

Chairman of the Board and CEO

## Signatures

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

02/04/2013

\*\*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 reported transaction involves an award of restricted stock units under the M&T Bank Corporation 2009 Equity Incentive Compensation Plan. Each restricted stock unit represents a contingent right to receive one share of M&T Bank Corporation common stock upon vesting.
- (2) The restricted stock unit award includes a total of 12,806 shares. 1,280 shares of the restricted stock unit award will vest on January 31, 2014; an additional 2,561 shares will vest on January 30, 2015; an additional 3,842 shares will vest on January 29, 2016; and the remaining 5,123 shares will vest on January 31, 2017.
- (3) The restricted stock units were granted under an equity incentive compensation plan maintained by M&T Bank Corporation, and therefore the reporting person paid no price for the restricted stock units.
- (4) The restricted stock unit award includes a total of 5,746 shares. 1,723 shares of the restricted stock unit award will vest on January 30, 2015; an additional 1,724 shares will vest on January 29, 2016; and the remaining 2,299 shares will vest on January 31, 2017. This restricted stock unit award is intended to meet the requirements of the TARP Interim Final Rule's definition of "long-term restricted stock" as the award relates to the reporting person's performance during the period of time in 2012 that M&T continued to have an outstanding TARP obligation.
- (5) The information presented is as of December 31, 2012.
- (6) The indicated shares are held by Grantor Retained Annuity Trusts No's. 5 and 6, respectively, under indentures dated July 23, 1993 (individually, a "GRAT" and collectively, the "GRATs"). The reporting person is a trustee of each GRAT and holds sole voting and dispositive power over the shares held by the GRATs.
- (7) The indicated shares are held by a limited liability company of which the reporting person is the sole member.
- (8) The indicated shares are held by the Roche Foundation, a Delaware not-for-profit, non-stock corporation in which the reporting person has no pecuniary interest. The reporting person is the sole director and president of the Roche Foundation and holds sole voting and dispositive power over the shares held by it.
- (9) The indicated shares are held by the West Ferry Foundation, a charitable trust in which the reporting person has no pecuniary interest. The reporting person is the trustee of the West Ferry Foundation and holds sole voting and dispositive power over the shares held by it.
- (10) The indicated shares are held by the St. Simon Charitable Foundation, a Delaware not-for-profit, non-stock corporation in which the reporting person has no pecuniary interest. The reporting person is a director and President of the St. Simon Charitable Foundation and holds voting and dispositive power over the shares held by it.
- (11) The indicated shares are held by the Interlaken Foundation, a Delaware not-for-profit, non-stock corporation in which the reporting person has no pecuniary interest. The reporting person is a director and President of the Interlaken Foundation and holds voting and dispositive power over the shares held by it.
- (12) 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 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. 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.