

M&T BANK CORP  
Form 3  
January 13, 2014

**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 Martocci Gino A.                        |          | (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)                   |
|   |          | 01/03/2014                           |  |  |
| 350 PARK AVENUE                           |          |                                      | (Check all applicable)   | 6. Individual or Joint/Group Filing(Check Applicable Line)             |
|   | (Street) |                                      | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner       | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| BUFFALO,Â NYÂ 14203                       |          |                                      | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input type="checkbox"/> Form filed by More than One Reporting Person  |
| (City)                                    | (State)  | (Zip)                                | (give title below) (specify below)   |  |
|   |          |                                      | Executive Vice President   |  |

**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                    | 14,252.54 <sup>(1)</sup>                              | D  | Â   |
| Common Stock                    | 1,479   | I  | By 401(k) Plan <sup>(2)</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 Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|---|---|---|
|--|--|---|---|---|---|

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|                            | Date Exercisable | Expiration Date | Title        | Amount or Number of Shares | Security  | Direct (D) or Indirect (I) (Instr. 5) |                              |
|----------------------------|------------------|-----------------|--------------|----------------------------|-----------|---------------------------------------|------------------------------|
| Phantom Common Stock Units | Â (3)            | Â (3)           | Common Stock | 193                        | \$ 0      | I                                     | Supplemental 401(k) Plan (2) |
| Option (Right to Buy)      | Â (4)            | 01/18/2015      | Common Stock | 4,500                      | \$ 101.8  | D                                     | Â                            |
| Option (Right to Buy)      | Â (4)            | 01/17/2016      | Common Stock | 8,186                      | \$ 108.93 | D                                     | Â                            |
| Option (Right to Buy)      | Â (4)            | 01/31/2017      | Common Stock | 7,433                      | \$ 121.31 | D                                     | Â                            |

## Reporting Owners

| Reporting Owner Name / Address                           | Relationships |           |                            |       |
|--|---------------|-----------|----------------------------|-------|
|  | Director      | 10% Owner | Officer                    | Other |
| Martocci Gino A.<br>350 PARK AVENUE<br>BUFFALO, NY 14203 | Â             | Â         | Â Executive Vice President | Â     |

## Signatures

By: Karla Braun-Kolbe, Esq.  
(Attorney-In-Fact)

01/13/2014

\_\_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 reported holding includes multiple awards of restricted stock of which 1,492 shares of restricted stock will vest on January 29, 2014; 2,093 shares of restricted stock will vest on January 31, 2014; an additional 3,264 shares of restricted stock will vest on January 30, 2015; an additional 3,390 shares of restricted stock will vest on January 29, 2016; and the remaining 2,513 shares of restricted stock will vest on January 31, 2017.

(2) The information presented is as of January 9, 2014

(3) 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.

(4) Currently exercisable.

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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