

M&T BANK CORP
 Form 4
 February 08, 2006

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 *
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)
02/06/2006

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

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/06/2006		S		2,200	D	\$ 106.63
Common Stock	02/06/2006		S		3,200	D	\$ 106.64
Common Stock	02/06/2006		S		100	D	\$ 106.65
Common Stock	02/06/2006		S		100	D	\$ 106.66
Common Stock	02/06/2006		S		100	D	\$ 106.67

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Common Stock	02/06/2006	S	600	D	\$ 106.68	3,295,063	D	
Common Stock	02/06/2006	S	500	D	\$ 106.7	3,294,563	D	
Common Stock	02/06/2006	S	500	D	\$ 106.71	3,294,063	D	
Common Stock	02/06/2006	S	100	D	\$ 106.72	3,293,963	D	
Common Stock	02/06/2006	S	100	D	\$ 106.75	3,293,863	D	
Common Stock	02/06/2006	S	400	D	\$ 106.76	3,293,463	D	
Common Stock	02/06/2006	S	300	D	\$ 106.77	3,293,163	D	<u>(1)</u> <u>(2)</u>
Common Stock						40,153	I	By 401(k) Plan <u>(3)</u>
Common Stock						214,540	I	GRAT #5 <u>(4)</u>
Common Stock						224,766	I	GRAT #6 <u>(4)</u>
Common Stock						400,000	I	See footnote <u>(5)</u>
Common Stock						93,683	I	See footnote <u>(6)</u>
Common Stock						182,380	I	See footnote <u>(7)</u>
Common Stock						158,207	I	See footnote <u>(8)</u>
Common Stock						66,770	I	See footnote <u>(9)</u>

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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- (6) 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.
- (7) 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.
- (8) 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.
- (9) 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.

Remarks:

This is the second of two Form 4 filings by the reporting person to report the reporting person's transactions that occurred on F

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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