

M&T BANK CORP
Form 3
October 31, 2008

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 and Ticker or Trading Symbol | |
| Â Warman D Scott 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) |
| ONE M&T PLAZA | | | | |
| (Street) | | | (Check all applicable) | |
| BUFFALO,Â NYÂ 14203 | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | (give title below) (specify below) | <input type="checkbox"/> Form filed by More than One Reporting Person |
| | | | Senior 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 | 2,841 | D ⁽¹⁾ | Â |
| Common Stock | 3,796.5248 | I | 401(k) Plan ⁽²⁾ |
| Common Stock | 1,280 | I | By IRA |

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 | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--------------------------------------------|----------------------------------------------------------|------------------------------------------------------------------|---------------------------|----------------------|-------------------------------------------------------|
|--------------------------------------------|----------------------------------------------------------|------------------------------------------------------------------|---------------------------|----------------------|-------------------------------------------------------|

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| | Date Exercisable | Expiration Date | (Instr. 4) Title | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | |
|----------------------------|------------------|-----------------|---------------------|----------------------------|------------------------------|------------------------------------------------------------|------------------------------|
| Option (Right to Buy) | Â (3) | 01/21/2013 | Common Stock | 15,000 | \$ 80.23 | D | Â |
| Option (Right to Buy) | Â (3) | 01/20/2014 | Common Stock | 14,987 | \$ 91.75 | D | Â |
| Option (Right to Buy) | Â (4) | 01/18/2015 | Common Stock | 10,766 | \$ 101.8 | D | Â |
| Option (Right to Buy) | Â (5) | 01/17/2016 | Common Stock | 12,100 | \$ 108.93 | D | Â |
| Option (Right to Buy) | Â (6) | 01/31/2017 | Common Stock | 15,390 | \$ 121.31 | D | Â |
| Option (Right to Buy) | Â (7) | 01/31/2018 | Common Stock | 22,083 | \$ 91.28 | D | Â |
| Phantom Common Stock Units | Â (8) | Â (8) | Common Stock | 602.9079 | \$ (8) | I | Supplemental 401(k) Plan (2) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------------------------------|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Warman D Scott N ONE M&T PLAZA BUFFALO, NY 14203 | Â | Â | Â Senior Vice President | Â |

Signatures

By: Andrea R. Kozlowski, Esq.
(Attorney-In-Fact) 10/31/2008

__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) Jointly owned
- (2) The information presented is as of October 29, 2008.
- (3) Currently exercisable
- (4) The option granted includes a total of 10,766 shares. 6,459 of the covered shares are currently exercisable; and the remaining 4,307 covered shares are exercisable on or after January 18, 2009.
- (5) The option granted includes a total of 12,100 shares. 3,630 of the covered shares are currently exercisable; an additional 3,630 of the covered shares are exercisable on or after January 17, 2009; and the remaining 4,840 covered shares are exercisable on or after January 17, 2010.

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(6) The option granted includes a total of 15,390 shares. 1,539 of the covered shares are currently exercisable; an additional 3,078 of the covered shares are exercisable on or after January 31, 2009; an additional 4,617 of the covered shares are exercisable on or after January 31, 2010; and the remaining 6,156 covered shares are exercisable on or after January 31, 2011.

(7) The option granted includes a total of 22,083 shares. 2,208 of the covered shares are exercisable on or after January 31, 2009; an additional 4,416 of the covered shares are exercisable on or after January 31, 2010; an additional 6,625 of the covered shares are exercisable on or after January 31, 2011; and the remaining 8,834 covered shares are exercisable on or after January 31, 2012.

(8) 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.

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