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CUNNINGHAM T JEFFERSON III

Form 4 July 03, 2008

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

5 Relationship of Reporting Person(s) to

January 31, 2005

0.5

Estimated average burden hours per

OMB APPROVAL

response...

if no longer subject to Section 16. Form 4 or Form 5 obligations

Check this box

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

2 Jasuar Nama and Tiakar or Trading

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

may continue.

See Instruction

CUNNINGHAM T JEFFERSON III		SON III Sy	2. Issuer Name and Ticker or Trading Symbol M&T BANK CORP [MTB]					Issuer		
(Last)	(First) (1			Earliest Tr	_	D)		(Chec	ck all applicable	•)
C/O M&T I	BANK, 289-291 I			ay/Year)				_X_ Director Officer (give		Owner er (specify
MALL	JAINK, 209-291 1	VIAIIV ()	7/01/20	JU8				below)	below)	(1)
	(Street)	4.	. If Ame	ndment, Da	te Origina	1		6. Individual or Jo	oint/Group Filin	ıg(Check
DOLICHVE	EPSIE, NY 1260		iled(Mon	th/Day/Year)			Applicable Line) _X_ Form filed by M Form filed by M	One Reporting Pe More than One Re	
POUGHKE	EFSIE, N I 1200	1-3107						Person		
(City)	(State)	(Zip)	Table	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	e 2A. Deemed Execution D any (Month/Day)	Date, if	3. Transactic Code (Instr. 8)	4. Securi on(A) or Di (Instr. 3,	ispose	d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	
Common Stock	07/01/2008			A(1)	99	A	\$ 70.54	11,366	D	
Common Stock								352	I	401(k) Plan (2)
Common Stock								130	I	By IRAs

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

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number.

8. Price of Derivative Security (Instr. 5)

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

 Title of 	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Title and A	Amount of	8
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Underlying Securities		Ι
Security	or Exercise		any	Code	of	(Month/Day/	Year)	(Instr. 3 and	4)	S
(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					(
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Common Stock Units	(3)					<u>(3)</u>	(3)	Common Stock	(3)	

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
CUNNINGHAM T JEFFERSON III C/O M&T BANK 289-291 MAIN MALL POUGHKEEPSIE, NY 12601-3107	X					

Signatures

By: Brian R. Yoshida, Esq. (Attorney-In-Fact) 07/03/2008

**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) This transaction represents stock received by the reporting person in lieu of cash fees pursuant to the M&T Bank Corporation 2008 Directors' Stock Plan (the "Plan").
- (2) The information presented is as of June 30, 2008.

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

be settled in cash upon distribution in accordance with the terms of the plan. The reported phantom common stock units also includ 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.

Reporting Owners 2

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