Gold Richard S Form 4 February 03, 2009

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:

January 31, 2005

0.5

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OMB APPROVAL

response...

subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

if no longer

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

1(b).

(Print or Type Responses)

01/30/2009

Stock

Stock

Stock

Common

Common

1. Name and Address of Reporting Person ** Gold Richard S		Person * 2. Issue: Symbol	2. Issuer Name and Ticker or Trading Symbol				5. Relationship of Reporting Person(s) to Issuer			
	M&T B	M&T BANK CORP [MTB]				(Check all applicable)				
(Last)	(First) (N	Middle) 3. Date of	f Earliest Tr	ransaction						
		(Month/D	Day/Year)			Director		6 Owner		
ONE M&T	01/30/2	01/30/2009				X Officer (give title Other (specify below)				
						· · · · · · · · · · · · · · · · · · ·	itive Vice Presid	ent		
	4. If Ame	4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check				
		Filed(Mor	Filed(Month/Day/Year)				Applicable Line)			
						X Form filed by	1 0			
BUFFALO	, NY 14203					Form filed by Person	More than One Re	eporting		
(City)	(State)	(Zip) Tabl	le I - Non-D	Perivative S	Securities A	cquired, Disposed	of, or Beneficial	lly Owned		
1.Title of	2. Transaction Date	e 2A. Deemed	3.	4. Securit	ies Acquire	d 5. Amount of	6. Ownership	7. Nature of		
Security	(Month/Day/Year) Execution Day					Securities	Form: Direct	Indirect		
(Instr. 3)		any	Code	(D)		Beneficially	(D) or	Beneficial		
		(Month/Day/Year)	(Instr. 8)	(Instr. 3,	4 and 5)	Owned	Indirect (I)	Ownership		
						Following	(Instr. 4)	(Instr. 4)		
					(A)	Reported				
					or	Transaction(s)				
			Code V	Amount	(D) Pric	e (Instr. 3 and 4)				
Common	01/30/2009		Δ (1)	10,281	A \$0	14 766 743	D			

 $A_{\underline{}}^{(1)}$

(2)

(1)

(3)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control

14,766.743

1.575

17

D

Ι

D (4)

By Son (5)

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number.

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	le and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	ınt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	rlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Own
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						`
					4, and 5)						
									Amount		
						Date	Expiration		or		
						Exercisable	•	Title	Number		
						Lacroisdoic	Dute		of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Gold Richard S ONE M&T PLAZA

Executive Vice President

Signatures

Brian R. Yoshida, Esq. (Attorney-in-Fact)

BUFFALO, NY 14203

02/03/2009

**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 under the M&T Bank Corporation 2005 Incentive Compensation Plan.
- The restricted stock award includes a total of 10,281 shares. 1,028 shares of the restricted stock award will vest on January 30, 2010; an additional 2,056 shares will vest on January 30, 2011; an additional 3,084 shares will vest on January 30, 2012; and the remaining 4,113 shares will vest on January 30, 2013.
- (3) The restricted stock award was granted under an incentive compensation plan maintained by M&T Bank Corporation, and therefore the reporting person paid no price for the shares.
- (4) Jointly owned.
- (5) These shares are owned by the son of the reporting person under the Uniform Transfers to Minors Act for which the reporting person is custodian.

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.

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