

M&T BANK CORP
Form 4
April 03, 2009

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
LEVITT ARTHUR JR

(Last) (First) (Middle)

INTEGRATED PROFESSIONAL SERVICES, C/O RON KAYE
219-12 74TH AVENUE

(Street)

BAYSIDE, NY 11364

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
M&T BANK CORP [MTB]

3. Date of Earliest Transaction (Month/Day/Year)
04/01/2009

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) ___X___ Other (specify below)
Advisory Director

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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 Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock	04/01/2009		A ⁽¹⁾	254 A \$ 45.24	255 ⁽²⁾	D	
Common Stock					18,286	I	By GRAT #1 ⁽³⁾
Common Stock					10,717 ⁽⁴⁾	I	By GRAT #2 ⁽⁵⁾

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

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SEC 1474 (9-02)

displays a currently valid OMB control number.

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

LEVITT ARTHUR JR
INTEGRATED PROFESSIONAL SERVICES
C/O RON KAYE 219-12 74TH AVENUE
BAYSIDE, NY 11364

Advisory Director

Signatures

By: Brian R. Yoshida, Esq.
(Attorney-In-Fact)

04/03/2009

**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) 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.

(2) On March 25, 2009, the reporting person contributed 18,286 shares of M&T Bank Corporation common stock to a Grantor Retained Annuity Trust ("GRAT") of which the reporting person is trustee and of which the reporting person and his descendants are beneficiaries. The reporting person continues to report beneficial ownership of all of the M&T Bank Corporation common stock held by the GRAT but disclaims beneficial ownership except to the extent of his pecuniary interest therein.

(3) The indicated shares are held by a Grantor Retained Annuity Trust ("GRAT #1") of which the reporting person is trustee and of which the reporting person and his descendants are beneficiaries. The reporting person continues to report beneficial ownership of all of the M&T Bank Corporation common stock held by the GRAT #1 but disclaims beneficial ownership except to the extent of his pecuniary interest therein.

(4)

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On March 23, 2009, the reporting person's spouse contributed 10,717 shares of M&T Bank Corporation common stock to a Grantor Retained Annuity Trust ("GRAT") of which the reporting person's spouse is trustee and of which the reporting person's spouse and her descendants are beneficiaries. The reporting person's spouse continues to report beneficial ownership of all of the M&T Bank Corporation common stock held by the GRAT but disclaims beneficial ownership except to the extent of her pecuniary interest therein.

- (5) The indicated shares are held by a Grantor Retained Annuity Trust ("GRAT #2") of which the reporting person's spouse is trustee and of which the reporting person's spouse and her descendants are beneficiaries. The reporting person's spouse continues to report beneficial ownership of all of the M&T Bank Corporation common stock held by the GRAT #2 but disclaims beneficial ownership except to the extent of her pecuniary interest therein.

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.