Beardi James J Form 4 June 08, 2010

FORM 4

OMB APPROVAL

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16. Form 4 or Expires: January 31, 2005

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response...

5. Relationship of Reporting Person(s) to

Form 4 or Form 5 obligations may continue. See Instruction

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. Issuer Name and Ticker or Trading

sponse... 0.5

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

06/04/2010

06/04/2010

Stock

Stock

Common

Beardi James J (Last) (First) (Middle) ONE M&T PLAZA			Symbol	BANK CORP [MTB]	Issuer	(Check all applicable) Director 10% Owner X Officer (give title Other (specify below) below) Executive Vice President			
			, 5.5 4.6	of Earliest Transaction Day/Year) 2010	Director X Officer (gi below)				
	BUFFALO,	(Street) NY 14203		endment, Date Original onth/Day/Year)	Applicable Line) _X_ Form filed by	_X_ Form filed by One Reporting Person Form filed by More than One Reporting			
	(City)	(State)	(Zip) Tab	ole I - Non-Derivative Securi	ities Acquired, Disposed	of, or Beneficially Owned			
	1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	e 2A. Deemed Execution Date, if any (Month/Day/Year)	(A) or Code V Amount (D)	d of (D) Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)				
	Common	06/04/2010		Λ(1) 100 73 A	\$ 0 (2) 68 804 72	D			

109.73

40

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

 $A^{(1)}$

F

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474

(9-02)

68,894.72

68,854.72

D

D

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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. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration D	ate	Amount	t of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ing	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securitie	es	(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)						
								^	mount		
									mount		
						Date	Expiration	Title N	r Jumber		
						Exercisable	Date				
				C + V	(A) (D)			0			
				Code V	(A) (D)			S	hares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Officer Other Director 10% Owner

Beardi James J ONE M&T PLAZA BUFFALO, NY 14203

Executive Vice President

Signatures

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

06/08/2010

**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).
- The reported transaction involves an award of fully vested restricted stock issued under the M&T Bank Corporation 2009 Equity (1) Incentive Compensation Plan. The stock represents a portion of the reporting person's salary and may be subject to restrictions on
- transfer. For more information, please see the Current Report on Form 8-K filed by M&T Bank Corporation on January 25, 2010. The restricted stock was granted under an equity incentive compensation plan maintained by M&T Bank Corporation, and therefore the reporting person paid no price for the restricted stock.

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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