Edgar Filing: Warman D Scott N - Form 4

Warman D S	Scott N										
Form 4 August 17, 2	2010										
	ЛЛ								OMB AF	PROVAL	
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549							OMB Number:	3235-0287			
Check this box if no longer									Expires:	January 31, 2005	
subject to Section 1 Form 4 o	CHANGES IN BENEFICIAL OWN SECURITIES					NEKSHIP OF	Estimated a burden hou response	average urs per			
Form 5 obligations may continue. See Instruction 1(b). 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 I	Responses)										
Warman D Scott N Symbol				r Name and Ticker or Trading BANK CORP [MTB]				5. Relationship of Reporting Person(s) to Issuer			
				Earliest Tra	-	D]		(Check all applicable)			
			Month/Da	Day/Year)				Director 10% Owner Officer (give title Other (specify below) Executive Vice President			
(Street) 4. If Ame				ndment, Date Original				6. Individual or Joint/Group Filing(Check			
Filed(More BUFFALO, NY 14203			iled(Mon	onth/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
(City)		(Zip)						Person			
							-	uired, Disposed of		-	
1.Title of Security (Instr. 3)	ty (Month/Day/Year) Execution Date, if			3. 4. Securities Acquired Transactior(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or				5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Indirect Beneficial	
_				Code V	Amount	(D)	Price	(Instr. 3 and 4)			
Common Stock	08/13/2010			A <u>(1)</u>	45.06	$\frac{A}{(1)}$	\$ 0 <u>(2)</u>	15,751.63	D <u>(3)</u>		
Common Stock	08/13/2010			F	10	D	\$ 85.35	15,741.63	D (3)		
Common Stock								5,148	Ι	401(k) Plan (4)	
Common Stock								1,280	I	By IRA	

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

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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 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. Transacti Code (Instr. 8)	5. of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Title and A Underlying S (Instr. 3 and	Securities	8. Price o Derivativ Security (Instr. 5)
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Common Stock Units	(5)					(5)	(5)	Common Stock	<u>(5)</u>	

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
Warman D Scott N ONE M&T PLAZA BUFFALO, NY 14203			Executive Vice President					
Signatures								
By: Brian R. Yoshida, Esq. (Attorney-In-Fact)			08/17/2010					

<u>**</u>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.

(2) 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.

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- (3) Jointly owned.
- (4) The information presented is as of June 30, 2010.

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

(5) Corporation and represent a fixe 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. 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.