Edgar Filing: Warman D Scott N - Form 4

Warman D S	Scott N										
Form 4	0010										
January 04, 2								OMB A	PROVAL		
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION									3235-0287		
Check this box Washington, D.C. 20549							Number: J Expires:	January 31,			
if no long subject to Section 1 Form 4 o	GES IN BENEFICIAL OW SECURITIES					Estimated a burden hou response	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)										
1. Name and A Warman D S	r Name and Ticker or Trading BANK CORP [MTB]				5. Relationship of Reporting Person(s) to Issuer						
(Last)					-1		(Check all applicable)				
			Day/Year)				Director 10% Owner X Officer (give title Other (specify below) below) Executive Vice President				
(Street) 4. If Ame			ndment, Date Original				6. Individual or Joint/Group Filing(Check				
BUFFALO,	nth/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person						
(City)	(State)	(Zip) Tab	le I - Non-I	Derivative	Secur	ities Acq	uired, Disposed of	, or Beneficial	ly Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 3, 4 and 5)			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	12/30/2011		A <u>(1)</u>	98.24	A (1)	\$ 0 <u>(2)</u>	20,051.27	D <u>(3)</u>			
Common Stock	12/30/2011		F	29	D	\$ 76.34	20,022.27	D <u>(3)</u>			
Common Stock							5,849	I	401(k) Plan (4)		
Common Stock							1,280	Ι	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)	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)			01/04/2012			

Explanation of Responses:

**Signature of Reporting Person

* 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).

Date

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, 2011.

(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 December 30, 2011.

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 Wer P 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.