Pfirrman Drew J Form 4 February 28, 2012

FORM 4

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

OMB Number: 3235-0287

5 Relationship of Reporting Person(s) to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, 2005

SECURITIES

Estimated average burden hours per response... 0.5

OMB APPROVAL

if no longer subject to Section 16. Form 4 or Form 5 obligations

Check this box

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 Jaguar Nama and Tiakar or Trading

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

02/24/2012

02/24/2012

Stock Common

Stock

Pfirrman Dr	Symbol	Symbol M&T BANK CORP [MTB]				Issuer					
(Last) (First) (Middle)		MX I L	M&I BANK CORF [MIB]				(Check all applicable)				
(Last)	(First) (N	Middle) 3. Date o	f Earliest Tr	ansaction							
0.777.760.77	DV	`	Day/Year)				Director		Owner		
ONE M&T	02/24/2	02/24/2012				_X_ Officer (give title Other (specify below)					
							Sr. VP	P/General Couns	el		
	4. If Ame	4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check Applicable Line)					
	Filed(Mo	Filed(Month/Day/Year)									
							X Form filed by \(\)				
BUFFALO,						Form filed by More than One Reporting Person					
(City)	(State)	(Zip) Tab	le I - Non-D	erivative	Secur	ities Acq	uired, Disposed o	f, or Beneficial	ly Owned		
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securi	ties A	cquired	5. Amount of	6. Ownership	7. Nature of		
		Execution Date, if	` ` ´ · · · · · · · · · · · · · · · · ·				Securities		Indirect		
(Instr. 3)		any	Code	(Instr. 3,	4 and	5)	Beneficially	(D) or	Beneficial		
		(Month/Day/Year)	(Instr. 8)				Owned Following	Indirect (I) (Instr. 4)	Ownership (Instr. 4)		
							Reported	(msu. 1)	(IIIstr. 1)		
					(A)		Transaction(s)				
			Code V	Amount	(D)	Price	(Instr. 3 and 4)				
Common	02/24/2012		A (1)	50 Q	À	¢ (2)	6 044 54	D			

58.8

19

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

 $A^{(1)}$

F

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SEC 1474

(9-02)

6,944.54

6,925.54

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	Amoun	t of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	3 and 4)		Own
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A manuat		
									Amount		
						Date	Expiration		Or Number		
						Exercisable	Date	Title Number of			
				C + V	(A) (D)						
				Code V	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Officer Other Director 10% Owner

Pfirrman Drew J ONE M&T PLAZA BUFFALO, NY 14203

Sr. VP/General Counsel

Signatures

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

02/28/2012

**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 and represents a portion of the reporting person's salary.
- The restricted stock was granted under an equity incentive compensation plan maintained by M&T Bank Corporation, and **(2)** 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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