

King Darren J
Form 4
February 04, 2013

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
King Darren J

(Last) (First) (Middle)

ONE M&T PLAZA

(Street)

BUFFALO, NY 14203

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
01/31/2013

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify below)

Executive Vice President

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 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 Indirect Beneficial Ownership (Instr. 4)			
			Code	V	Amount (A) or (D) Price					
Common Stock	01/31/2013		A ⁽¹⁾		4,499 (2)	A (1)	\$ 0 (3)	16,889.39	D	
Common Stock	01/31/2013		A ⁽¹⁾		2,084 (4)	A (1)	\$ 0 (3)	18,973.39	D	
Common Stock	01/31/2013		F ⁽⁵⁾		197	D	\$ 102.69	18,776.39	D	
Common Stock								1,493	I	By 401(k) Plan ⁽⁶⁾

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

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(9-02)

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)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Common Stock Units	(7)					(7)	(7)	Common Stock	(7)

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
King Darren J ONE M&T PLAZA BUFFALO, NY 14203	Executive Vice President

Signatures

By: Brian R. Yoshida, Esq.
(Attorney-In-Fact) 02/04/2013

__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 restricted stock units under the M&T Bank Corporation 2009 Equity Incentive

- (1) Compensation Plan. Each restricted stock unit represents a contingent right to receive one share of M&T Bank Corporation common stock upon vesting.
- (2) The restricted stock unit award includes a total of 4,499 shares. 899 shares of the restricted stock unit award will vest on January 31, 2014; an additional 1,350 shares will vest on January 30, 2015; and the remaining 2,250 shares will vest on January 29, 2016.

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- (3) The restricted stock units were 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 units.

The restricted stock unit award includes a total of 2,084 shares. 833 shares of the restricted stock unit award will vest on January 30, 2015

- (4) and the remaining 1,251 shares will vest on January 29, 2016. This restricted stock unit award is intended to meet the requirements of the TARP Interim Final Rule's definition of "long-term restricted stock" as the award relates to the reporting person's performance during the period of time in 2012 that M&T continued to have an outstanding TARP obligation.

- (5) Shares withheld for taxes upon the settlement in shares of restricted stock units previously granted to the reporting person.

- (6) The information presented is as December 31, 2012.

The reported phantom common stock units are held by the reporting person in an excess benefit plan account maintained by M&T Bank

- (7) Corporation and represent a like 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.

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