M&T BANK CORP

Form 4

February 17, 2015

FORM 4

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

OMB Number: 3235-0287

Check this box if no longer subject to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Number: January 31, 2005

OMB APPROVAL

Section 16.
Form 4 or
Form 5
obligations

SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

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may continue. See Instruction

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Martocci Gino A.			2. Issuer Name and Ticker or Trading Symbol M&T BANK CORP [MTB]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Chook an approacts)			
350 PARK A	VENUE		(Month/Day/Year) 02/12/2015	Director 10% Owner X Officer (give title Other (specify below) Executive Vice President			
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line)			
BUFFALO, NY 14203				_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

BUFFALO,	NY 14203					Person	lore than One Re	porting
(City)	(State)	(Zip)	Table	I - Non-I	Derivative Securities Acqu	uired, Disposed of	, or Beneficial	ly Owned
1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date		3. Fransactio	4. Securities Acquired or(A) or Disposed of (D)	5. Amount of Securities	6. Ownership	7. Nature of Indirect

1.11110 01	2. Transaction Date	ZA. Decineu	5.	T. SCCuii	ucs A	equireu	J. Amount of	0.	7. Ivaluic of
Security	(Month/Day/Year)	Execution Date, if	Transactio	n(A) or Di	spose	d of (D)	Securities	Ownership	Indirect
(Instr. 3)		any	Code	(Instr. 3,	4 and	5)	Beneficially	Form: Direct	Beneficial
		(Month/Day/Year)	(Instr. 8)				Owned	(D) or	Ownership
							Following	Indirect (I)	(Instr. 4)
					(4)		Reported	(Instr. 4)	
					(A)		Transaction(s)		
			Code V	A mannt	or (D)	Price	(Instr. 3 and 4)		
			Code V	Amount	(D)				
Common	02/12/2015		S	750	D	\$	10,226.54	D	
Stock	02/12/2015		S	750	_	122.73	10,220.5	2	
C									D 401(1-)
Common							1,539	I	By 401(k)
Stock							-,	_	Plan (1)

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

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SEC 1474

(9-02)

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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	2. Conversion	3. Transaction Date (Month/Day/Year)		4. Transact	5. iorNumber	6. Date Exer Expiration I		7. Title and L Underlying S		8. Price of Derivative
Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	of	(Month/Day re s		(Instr. 3 and		Security (Instr. 5)
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Common Stock Units	(2)					(2)	(2)	Common Stock	<u>(2)</u>	

Reporting Owners

Reporting Owner Name / Address	Relationships
reporting owner runner runners	

Director 10% Owner Officer Other

Martocci Gino A. 350 PARK AVEN

350 PARK AVENUE Executive Vice President

BUFFALO, NY 14203

Signatures

By: Karla Braun-Kolbe, Esq. (Attorney-In-Fact) 02/17/2015

**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).
- (1) The information presented is as of December 31, 2014.

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 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.

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