

M&T BANK CORP
Form 3
November 12, 2015

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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

(Print or Type Responses)

| | | | | | |
|--|---|--|---|---|---|
| <p>1. Name and Address of Reporting Person *</p> <p>Â SALAMONE DENIS J</p> <p>(Last) (First) (Middle)</p> <p>440 HILLCREST ROAD</p> <p>(Street)</p> <p>RIDGEWOOD,Â NJÂ 07450</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>11/01/2015</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>M&T BANK CORP [MTB]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|--|---|--|---|---|---|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock | 112,722 ⁽¹⁾ ⁽²⁾ | D | Â |
| Common Stock | 12,460 ⁽¹⁾ | I | By ESOP ⁽³⁾ |
| Common Stock | 1,100 ⁽¹⁾ | I | By PIB ⁽⁴⁾ |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---------------------------|----------------------|--|
|---|---|--|---------------------------|----------------------|--|

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| | Date Exercisable | Expiration Date | (Instr. 4) Title | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | |
|-----------------------|------------------|-----------------|---------------------|----------------------------|------------------------------|--|---|
| Option (right to buy) | Â (5) | 07/20/2016 | Common Stock | 94,533 (6) | \$ 151.86 | D | Â |
| Option (right to buy) | Â (5) | 01/25/2017 | Common Stock | 28,360 (6) | \$ 163.99 | D | Â |
| Option (right to buy) | Â (5) | 01/24/2018 | Common Stock | 31,511 (6) | \$ 186.72 | D | Â |
| Option (right to buy) | Â (5) | 01/22/2019 | Common Stock | 25,209 (6) | \$ 143.17 | D | Â |
| Option (right to buy) | Â (5) | 01/18/2020 | Common Stock | 15,755 (6) | \$ 156.14 | D | Â |
| Option (right to buy) | Â (5) | 11/01/2020 | Common Stock | 16,394 (6) | \$ 113.06 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| SALAMONE DENIS J 440 HILLCREST ROAD RIDGEWOOD, NJ 07450 | Â X | Â | Â | Â |

Signatures

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

11/12/2015

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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).

Acquired pursuant to the Agreement and Plan of Merger by and among M&T Bank Corporation ("M&T"), Wilmington Trust Corporation, a wholly owned subsidiary of M&T, and Hudson City Bancorp, Inc. ("Hudson City"), dated August 27, 2012, as amended (1) (the "Merger Agreement"), under which the reporting person elected to receive 0.08403 of a share of M&T common stock for certain shares of Hudson City common stock held by the reporting person, subject to the proration and allocation procedures set forth in the Merger Agreement.

(2) Includes 20,493 shares of M&T common stock received upon the vesting of certain Deferred Stock Units for Hudson City common stock in accordance with the terms of the Merger Agreement.

(3) Shares allocated for the benefit of the reporting person under the Hudson City Employee Stock Ownership Plan ("ESOP").

(4) Shares held by the reporting person through the Hudson City Profit Incentive Bonus Plan ("PIB").

(5) Currently exercisable.

(6)

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Under the terms of the Merger Agreement, the outstanding and unexercised stock options to acquire Hudson City common stock were converted into stock options to acquire M&T common stock adjusted to reflect the exchange ratio applicable to Hudson City common 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.