

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2006-01-05** | Period of Report: **2006-01-03**
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ISSUER

M&T BANK CORP

CIK: **36270** | IRS No.: **160968385** | State of Incorporation: **NY** | Fiscal Year End: **1231**
SIC: **6022** State commercial banks

Mailing Address

*C/O CORPORAE REPORTING
ONE M&T PLAZA 5TH FLR
BUFFALO NY 14203*

Business Address

*C/O CORPORATE
REPORTING
ONE M&T PLAZA 5TH FLOOR
BUFFALO NY 14203
7168425390*

REPORTING OWNER

RICH MELINDA R

CIK: **1163228**
Type: **4** | Act: **34** | File No.: **001-09861** | Film No.: **06512997**

Mailing Address

*ONE ROBERT RICH WAY
BUFFALO NY 14213*

Business Address

*410 N MICHIGAN AVE
CHICAGO IL 60611
7168788522*

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person RICH MELINDA R			2. Issuer Name and Ticker or Trading Symbol M&T BANK CORP [MTB]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) Director/subsidiary of Issuer		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/03/2006					
ONE ROBERT RICH WAY			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
(Street) BUFFALO, NY 14213-1795								
(City)	(State)	(Zip)						

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 (A) 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	01/03/2006		A	(1)	55	A	\$109.05	6,249.4393 (2)	D	
Common Stock								200 (3)	I	RER Family Partnership, L.P.

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		(A)	(D)					

Explanation of Responses:

- Stock received in lieu of cash fees pursuant to the M&T Bank Corporation Directors' Stock Plan.
- Includes 9.3970 shares acquired between October 1, 2005 and December 30, 2005 through the reporting person's participation in the M&T Bank Corporation Dividend Reinvestment Plan.

3. The reporting person disclaims beneficial ownership of the M&T Bank Corporation common stock held by the RER Family Partnership, L.P., except to the extent of her pecuniary interest therein.

Signatures

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

** Signature of Reporting Person

01/05/2006

Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.