# UNITED STATES SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549

SCHEDULE 13D

UNDER THE SECURITIES EXCHANGE ACT OF 1934 (AMENDMENT NO. 13)

First Empire State Corporation
(Name of Issuer)
Common Stock, par value \$5.00 per share
(Title of Class of Securities)
320076102
(CUSIP Number)  Howard N. Cayne, Esq. Arnold & Porter 555 Twelfth Street, N.W. Washington, D.C. 20004-1202 (202) 942-5656
(Name Address and Talanhana Number of Darson Authorized to Dassive Nations and

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

March 29, 1996

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(b)(3) or (4), check the following box  $[\ ]$ .

Check the following box if a fee is being paid with the statement [\_]. (A fee is not required only if the reporting person: (1) has a previous statement on file reporting beneficial ownership of more than five percent of the class of securities described in Item 1; and (2) has filed no amendment subsequent thereto reporting beneficial ownership of five percent or less of such class.) (See Rule 13d-7.))

Note: Six copies of this statement, including all exhibits, should be filed with the Commission. See Rule 13d-1(a) for other parties to whom copies are to be sent.

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CU	SIP NO. 320076102		13D	PAGE 2 OF 17 PAGES
1	NAME OF REPORTIN	NG PERSON IDENTIFICATION NO.	OF ABOVE PERSON	
	Robert G. Wilmer	rs		
2	CHECK THE APPROF	PRIATE BOX IF A ME	MBER OF A GROUP*	(a) [X] (b) [_]
3	SEC USE ONLY			
4	SOURCE OF FUNDS <sup>*</sup>	,		
5	CHECK BOX IF DIS		PROCEEDINGS IS REQU	JIRED PURSUANT TO
6	CITIZENSHIP OR F	PLACE OF ORGANIZAT	ION	
		SOLE VOTING P	OWER	
	NUMBER OF	666,664		
ВІ	SHARES	SHARED VOTING	POWER	
	OWNED BY			
ı	EACH S REPORTING	SOLE DISPOSIT 666,664	IVE POWER	
	LROOM	SHARED DISPOS LO	ITIVE POWER	
11	666,664	F BENEFICIALLY OWN	ED BY EACH REPORTIN	
12	CHECK BOX IF THE $[\_]$	E AGGREGATE AMOUNT		DES CERTAIN SHARES*
13		S REPRESENTED BY A	MOUNT IN ROW 9	
14	TYPE OF REPORTIN			

CUS	IP NO. 320076102		13D	PAGE 3 OF 17 PAGES
1	NAME OF REPORTING F S.S. or I.R.S. IDE			
	West Ferry Foundat:	ion		
2	CHECK THE APPROPRIA			(a) [X] (b) [_]
3	SEC USE ONLY			
4 (	SOURCE OF FUNDS*			
5	CHECK BOX IF DISCLO		PROCEEDINGS IS REC	QUIRED PURSUANT TO
	CITIZENSHIP OR PLAC	CE OF ORGANIZAT	ION	
6	New York			
	7	SOLE VOTING P		
ľ	NUMBER OF	9,000		
BEI	SHARES	SHARED VOTING		
(	OWNED BY			
RI	EACH 9 EPORTING	SOLE DISPOSIT	IVE POWER	
	PERSON WITH 10	SHARED DISPOS		
11	AGGREGATE AMOUNT BE	ENEFICIALLY OWN	ED BY EACH REPORT)	NG PERSON
12	CHECK BOX IF THE AC	GGREGATE AMOUNT		JDES CERTAIN SHARES*
13	PERCENT OF CLASS RE			
14	TYPE OF REPORTING F			

CU	SIP NO. 320076102		13D	PAGE 4 OF 17 PAGES
1	NAME OF REPORTIONS.S. or I.R.S.	NG PERSON IDENTIFICATION NO.	OF ABOVE PERSON	
	REM Foundation			
2	CHECK THE APPROI	PRIATE BOX IF A ME	MBER OF A GROUP*	(a) [X] (b) [_]
3	SEC USE ONLY			
4	SOURCE OF FUNDS	*		
5	CHECK BOX IF DIS		PROCEEDINGS IS REQU	
	CITIZENSHIP OR I	PLACE OF ORGANIZAT		
6	Liechtenstein			
		SOLE VOTING P	OWER	
	NUMBER OF	7 451,320		
	SHARES	SHARED VOTING	DOMED	
В	ENEFICIALLY 8	8	rowek	
	OWNED BY			
	EACH	SOLE DISPOSIT		
	REPORTING	451,320		
	LICON	SHARED DISPOS 10		
11	AGGREGATE AMOUN		ED BY EACH REPORTI	NG PERSON
12	CHECK BOX IF TH	E AGGREGATE AMOUNT		DES CERTAIN SHARES*
13		S REPRESENTED BY A	MOUNT IN ROW 9	
14	TYPE OF REPORTI			

CUS	SIP NO. 320076102		13D	PAGE 5 OF 17 PAGES
		-		
1	NAME OF REPORTING I S.S. or I.R.S. IDE		OF ABOVE PERSON	
	Hofin Anstalt			
2	CHECK THE APPROPRIA	ATE BOX IF A ME	MBER OF A GROUP*	(a) [X] (b) [_]
3	SEC USE ONLY			
4	SOURCE OF FUNDS*			
5	CHECK BOX IF DISCLO		PROCEEDINGS IS REQ	UIRED PURSUANT TO
	CITIZENSHIP OR PLAC	CE OF ORGANIZAT	ION	
6	Liechtenstein			
	7	SOLE VOTING P	OWER	
	7 NUMBER OF	354,400		
	SHARES	CHARED VOTING	DOVED	
BE	NEFICIALLY 8	SHARED VOTING	FOWER	
	OWNED BY			
	EACH 9	SOLE DISPOSIT		
R	EPORTING	354,400		
	PERSON WITH 10	SHARED DISPOS		
11	AGGREGATE AMOUNT BI	ENEFICIALLY OWN	ED BY EACH REPORTI	
12	[_]	GGREGATE AMOUNT	IN ROW (11) EXCLU	DES CERTAIN SHARES*
13	PERCENT OF CLASS RI	EPRESENTED BY A	MOUNT IN ROW 9	
14	TYPE OF REPORTING I			

CU:	SIP NO. 32007610		13D	PAGE 6 OF 17 PAGES
1	NAME OF REPORT S.S. or I.R.S.	ING PERSON IDENTIFICATION NO		ERSON
	Argali Limited	l		
2		COPRIATE BOX IF A I		
3	SEC USE ONLY			
	SOURCE OF FUND			
4	00			
5	CHECK BOX IF D ITEMS 2(d) or		PROCEEDINGS	IS REQUIRED PURSUANT TO
	CITIZENSHIP OR	PLACE OF ORGANIZA	ATION	
6	British Virgin	Islands		
	NUMBER OF	SOLE VOTING 7 30,200	POWER	
В	SHARES - ENEFICIALLY	SHARED VOTII		
	OWNED BY			
	EACH	SOLE DISPOS	ITIVE POWER	
	REPORTING	9 30,200		
	PERSON -		OSITIVE POWER	
11	AGGREGATE AMOU	INT BENEFICIALLY ON	WNED BY EACH	REPORTING PERSON
12	CHECK BOX IF T	THE AGGREGATE AMOUI	NT IN ROW (11	) EXCLUDES CERTAIN SHARES*
13	PERCENT OF CLA	SS REPRESENTED BY		
14	TYPE OF REPORT			

CUS	SIP NO. 3200761	102		13D	PAGE 7 OF 17 PAGES
			•		
1		S. IDEN	NTIFICATION NO.	OF ABOVE PER	SON
	Bikala Holdir				
2			ATE BOX IF A ME		UP* (a) [X] (b) [_]
3	SEC USE ONLY				
4	SOURCE OF FUI				
5	CHECK BOX IF ITEMS 2(d) or			PROCEEDINGS I	S REQUIRED PURSUANT TO
	CITIZENSHIP (	OR PLAC	CE OF ORGANIZAT	ION	
6	Gibraltar				
			SOLE VOTING P		
	NUMBER OF	7	0		
	SHARES				
ВЕ	NEFICIALLY	8	SHARED VOTING	POWER	
	OWNED BY				
	EACH		SOLE DISPOSIT	IVE POWER	
R	REPORTING	9	0		
	PERSON				
	WITH	10	SHARED DISPOS	ITIVE POWER	
11	AGGREGATE AMO	DUNT BE	ENEFICIALLY OWN	ED BY EACH RE	PORTING PERSON
12	CHECK BOX IF	THE AC	GGREGATE AMOUNT	IN ROW (11)	EXCLUDES CERTAIN SHARES*
	[_]				
	PERCENT OF CL	 -ASS RE	PRESENTED BY A	 MOUNT IN ROW	9
13	0				
	TYPE OF REPOR				
14	CO				

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CUS	IP NO. 320076102		13D	PAGE 8 OF 17 PAGES
1	NAME OF REPORTING F S.S. or I.R.S. IDEN			
	Alauda Investments	Ltd.		
2	CHECK THE APPROPRIA			(a) [X] (b) [_]
3	SEC USE ONLY			
4	SOURCE OF FUNDS*			
5	CHECK BOX IF DISCLO		PROCEEDINGS IS REQU	JIRED PURSUANT TO
	CITIZENSHIP OR PLAC	CE OF ORGANIZAT	ION	
6	Gibraltar			
		SOLE VOTING P		
1	7 NUMBER OF	330,400		
BEN	SHARES	SHARED VOTING	POWER	
(	OWNED BY			
RI	EACH 9 EPORTING	SOLE DISPOSIT	IVE POWER	
	PERSON WITH 10		ITIVE POWER	
11	AGGREGATE AMOUNT BE	ENEFICIALLY OWN	ED BY EACH REPORTI	NG PERSON
12	CHECK BOX IF THE AG $[\_]$	GGREGATE AMOUNT		DES CERTAIN SHARES*
13	PERCENT OF CLASS RE			
14	TYPE OF REPORTING F	PERSON*		

CUS	IP NO. 320076102		13D	PAGE 9 OF 17 PAGES
		· <del>-</del> ·		
1	NAME OF REPORTING S.S. or I.R.S. IDE	PERSON		
	Grantor Retained A			
2	CHECK THE APPROPRI	CATE BOX IF A ME		(a) [X] (b) [_]
3	SEC USE ONLY			
4	SOURCE OF FUNDS*			
5	ITEMS 2(d) or 2(e)	[_]	PROCEEDINGS IS REQU	
6	CITIZENSHIP OR PLA		ION	
	7	SOLE VOTING F		
	NUMBER OF	22,418		
BE	SHARES NEFICIALLY 8	SHARED VOTING	POWER	
	OWNED BY			
R	EACH 9 EPORTING	SOLE DISPOSIT		
	PERSON WITH 10	SHARED DISPOS	SITIVE POWER	
11	AGGREGATE AMOUNT E	BENEFICIALLY OWN	IED BY EACH REPORTI	NG PERSON
12	CHECK BOX IF THE A	AGGREGATE AMOUNT	IN ROW (11) EXCLUI	DES CERTAIN SHARES*
13	PERCENT OF CLASS F	REPRESENTED BY A	MOUNT IN ROW 9	
14	TYPE OF REPORTING			

CU	SIP NO. 3200761	L02	13D	PAGE 10 OF 17 PAGES		
1	NAME OF REPOR	RTING PERSON S. IDENTIFICATION NO				
	Grantor Retained Annuity Trust No. 3 13-7015556					
2		PROPRIATE BOX IF A M	MEMBER OF A GROUP*	(a) [X] (b) [_]		
3	SEC USE ONLY					
4	SOURCE OF FUN					
7	00					
5	CHECK BOX IF ITEMS 2(d) or		PROCEEDINGS IS R	EQUIRED PURSUANT TO		
	CITIZENSHIP C	OR PLACE OF ORGANIZA				
6	New York					
		SOLE VOTING				
	NUMBER OF	28,489				
Б	SHARES	SHARED VOTIN	NG POWER			
В	OWNED BY	8				
	EACH	SOLE DISPOSE				
	REPORTING	9 28,489				
	PERSON					
	WITH	10	OSITIVE POWER			
	AGGREGATE AMO	OUNT BENEFICIALLY ON		TING PERSON		
11	28,489					
				LUDES CERTAIN SHARES*		
12	[_]					
13	PERCENT OF CL	ASS REPRESENTED BY				
14	TYPE OF REPOR					

CUS	IP NO. 320076102		13D	PAGE 11 OF 17 PAGES
1	NAME OF REPORTING S.S. or I.R.S. IDI	PERSON		
	Grantor Retained /	-		
2	CHECK THE APPROPR	IATE BOX IF A ME		(a) [X] (b) [_]
3	SEC USE ONLY			
4	SOURCE OF FUNDS*			
5	ITEMS 2(d) or 2(e	) [_]	PROCEEDINGS IS REQ	
6	CITIZENSHIP OR PLA		ION	
	7	SOLE VOTING P		
	NUMBER OF	32,099		
BE	SHARES NEFICIALLY 8	SHARED VOTING	POWER	
	OWNED BY			
R	EACH 9 EPORTING	SOLE DISPOSIT		
	PERSON WITH 10	SHARED DISPOS	ITIVE POWER	
11	AGGREGATE AMOUNT I	BENEFICIALLY OWN	ED BY EACH REPORTI	NG PERSON
12	CHECK BOX IF THE A	AGGREGATE AMOUNT	IN ROW (11) EXCLU	IDES CERTAIN SHARES*
13	PERCENT OF CLASS I	REPRESENTED BY A	MOUNT IN ROW 9	
14	TYPE OF REPORTING			

CU	SIP NO. 320076102		13D	PAGE 12 OF 17 PAGES		
1	NAME OF REPORTI S.S. or I.R.S.	NG PERSON IDENTIFICATION NO.				
	Grantor Retained Annuity Trust No. 5 13-7015558					
2		PRIATE BOX IF A ME	MBER OF A GROUP*	(a) [X] (b) [_]		
3	SEC USE ONLY					
4	SOURCE OF FUNDS					
	00					
5	CHECK BOX IF DI	SCLOSURE OF LEGAL (e) [_]	PROCEEDINGS IS REC	QUIRED PURSUANT TO		
	CITIZENSHIP OR	 PLACE OF ORGANIZAT				
6	New York					
		SOLE VOTING P				
	NUMBER OF	7 34,476				
	SHARES	SHARED VOTING	POWER			
В	ENEFICIALLY	8				
	OWNED BY					
	EACH	SOLE DISPOSIT 9	IVE POWER			
	REPORTING	34,476				
	LICON	SHARED DISPOS 10				
11	AGGREGATE AMOUN	T BENEFICIALLY OWN		ING PERSON		
12	CHECK BOX IF TH	E AGGREGATE AMOUNT	IN ROW (11) EXCLU	JDES CERTAIN SHARES*		
13		S REPRESENTED BY A	MOUNT IN ROW 9			
14	TYPE OF REPORTI					

CU	SIP NO. 3200761	02	13D	PAGE 13 OF 17 PAGES	
1	NAME OF REPOR S.S. or I.R.S	TING PERSON . IDENTIFICATION NO.			
	Grantor Retai 13-7015559	ned Annuity Trust No			
2		ROPRIATE BOX IF A ME	MBER OF A GROUP*	(a) [X] (b) [_]	
3	SEC USE ONLY				
4	SOURCE OF FUN				
	00				
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) [_]				
	CITIZENSHIP 0	 R PLACE OF ORGANIZAT			
6	New York				
		SOLE VOTING F			
	NUMBER OF	7 36,151			
	SHARES	SHARED VOTING			
В	ENEFICIALLY	8	, I SWEIX		
	OWNED BY				
	EACH	SOLE DISPOSIT	IVE POWER		
	REPORTING	36,151			
	PERSON		ED DISPOSITIVE POWER		
	WITH	10			
11		UNT BENEFICIALLY OWN		ING PERSON	
	36,151				
12	CHECK BOX IF		IN ROW (11) EXCLU	JDES CERTAIN SHARES*	
13		ASS REPRESENTED BY A	MOUNT IN ROW 9		
14	TYPE OF REPOR				

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## AMENDMENT NO. 13 TO SCHEDULE 13D

The Schedule 13D, dated May 8, 1980, as amended, of Robert G. Wilmers, West Ferry Foundation, REM Foundation, Hofin Anstalt, Argali Limited, Bikala Holdings Ltd., Alauda Investments Ltd., Grantor Retained Annuity Trust No. 2, Grantor Retained Annuity Trust No. 3, Grantor Retained Annuity Trust No. 4, Grantor Retained Annuity Trust No. 5, and Grantor Retained Annuity Trust No. 6 (collectively, the "Reporting Persons") is hereby amended as set forth below.

Capitalized terms used herein without definition have the meanings set forth in Amendment No. 12 to this Schedule 13D.

### Item 4. Purpose of Transaction

Item 4 is amended as follows:

On February 27, 1996, the Secretary of the Board of Governors of the Federal Reserve System, acting pursuant to authority delegated by the Board, notified Mr. Wilmers of his determination not to disapprove Mr. Wilmers' Notice of Change in Bank Control, subject to the commitments contained therein.

#### Item 5. Interest in Securities of the Issuer -----

Item 5 is amended as follows:

(a) - (b) The aggregate number and percentage of outstanding Shares beneficially owned by each Reporting Person are set forth below. Unless otherwise indicated, each Reporting Person has sole voting and dispositive power with respect to the Shares listed opposite his name.

Reporting Person	Number of Shares Owned	Percentage of Outstanding Shares Owned/(1)/	
Robert G. Wilmers	666,664/(2)/	9.6%	
West Ferry Foundation	9,000	.1	
REM Foundation	451,320	6.6	
Hofin Anstalt	354,400/(3)/	5.2	
Bikala Holdings Ltd.	0	0	
Alauda Investments Ltd.	330,400	4.8	
Argali Limited	30,200	.4	
Trust No. 2	22,418	.3	
Trust No. 3	28,489	.4	
Trust No. 4	32,099	.5	
Trust No. 5	34,476	.5	
Trust No. 6	36,151	.5	
Reporting Persons as a Group	1,502,584	21.7%	

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/(1)/ Based upon 6,844,923 Shares outstanding as of the close of business on March 29, 1996. In calculating the beneficial ownership percentage for Mr. Wilmers and the aggregate percentage for all of the Reporting Persons, Shares subject to options held by Mr. Wilmers which are currently exercisable or exercisable within 60 days from the date hereof are added to the total Shares outstanding.

- /(2)/ Includes the Shares owned by the West Ferry Foundation, a charitable trust formed by Mr. Wilmers, of which Mr. Wilmers, as trustee, holds sole voting and dispositive power and 153,633 Shares held by the Trusts. Also includes (i) 90,000 Shares subject to stock options which are currently exercisable or exercisable within 60 days of the date hereof, (ii) 3,179 Shares allocated under First Empire's Retirement Savings Plan, and (iii) 3,555 Shares held by a close relative or the estate of a close relative as to which beneficial ownership is disclaimed. Excludes 50,000 Shares subject to stock options which will become exercisable over the course of the following 3 years.
- /(3)/ Since Hofin Anstalt is the sole stockholder of Alauda Investments Ltd. and Bikala Holdings Ltd., its beneficial ownership includes Shares held by such entities.

Since the filing of Amendment No. 12 to this Schedule 13D, the percentage of Shares beneficially owned by the Reporting Persons have changed primarily as a result of (i) the repurchase of Shares by First Empire and (ii) the issuance of 506,930 Shares by First Empire on March 29, 1996 upon conversion of First Empire's 9% Convertible Preferred Stock by the holder thereof.

# Item 7. Material to be Filed as Exhibits

None.

### JOINT FILING AGREEMENT

By signing this Amendment No. 13, each Reporting Person acknowledges and agrees that the Schedule 13D, as amended hereby, is filed on such Reporting Person's behalf and agrees to such joint filing in accordance with Rule 13d-1(f) of the Securities and Exchange Commission.

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### SIGNATURES

April 2, 1996	/s/ Robert G. Wilmers
(Date)	Robert G. Wilmers
April 2, 1996	REM FOUNDATION
(Date)	
	By:/s/ Rene Merkt
	Rene Merkt, Director
April 2, 1996	WEST FERRY FOUNDATION
(Date)	By:/s/ Robert G. Wilmers
	Robert G. Wilmers, Trustee
April 2, 1996	HOFIN ANSTALT
(Date)	By:/s/ Jorge Pereira
	Jorge Pereira, President
April 2, 1996	ALAUDA INVESTMENTS LTD.
(Date)	By:/s/ Jorge Pereira
	Jorge Pereira
April 2, 1996	BIKALA HOLDINGS LTD.
(Date)	By:/s/ Jorge Pereira
	Jorge Pereira, Director
April 2, 1996	ARGALI LIMITED
(Date)	By:/s/ Chiquita G.M. Harding
	Chiquita G.M. Harding, President

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April 2, 1996	GRANTOR RETAINED ANNUITY TRUST NO. 2
(Date)	By:/s/ Robert G. Wilmers
	Robert G. Wilmers, Trustee
	By:/s/ Ira H. Jolles
	Ira H. Jolles, Trustee
April 2, 1996  (Date)	GRANTOR RETAINED ANNUITY TRUST NO. 3
(bucc)	By:/s/ Robert G. Wilmers
	Robert G. Wilmers, Trustee
	By:/s/ Ira H. Jolles
	Ira H. Jolles, Trustee
April 2, 1996 (Date)	GRANTOR RETAINED ANNUITY TRUST NO. 4
(Date)	By:/s/ Robert G. Wilmers
	Robert G. Wilmers, Trustee
	By:/s/ Ira H. Jolles
	Ira H. Jolles, Trustee
April 2, 1996  (Date)	GRANTOR RETAINED ANNUITY TRUST NO. 5
(bucc)	By:/s/ Robert G. Wilmers
	Robert G. Wilmers, Trustee
	By:/s/ Ira H. Jolles
	Ira H. Jolles, Trustee
April 2, 1996	GRANTOR RETAINED ANNUITY TRUST NO. 6
(Date)	By:/s/ Robert G. Wilmers
	Robert G. Wilmers, Trustee
	By:/s/ Ira H. Jolles
	Ira H. Jolles, Trustee

13D

CUSIP NO. 320076102

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