Instruction 1(b).

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See 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 or Section 30(h) of the Investment Company Act of 1940

1. Name and Add		g Person [*]	2. Issuer Name and Ticker or Trading Symbol <u>M&T BANK CORP</u> [MTB]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)						
JONES RE	<u>INE F</u>		[]	X Director 10% Owner						
(Last) ONE M&T P	(First) LAZA	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/16/2024	X Officer (give title Other (specify below) below) Chairman of the Board and CEO						
			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)						
(Street) BUFFALO	NY	14203-2399		X Form filed by One Reporting Person						
	(2) ()	/ - : \	-	Form filed by More than One Reporting Person						
(City)	(State)	(Zip)	Rule 10b5-1(c) Transaction Indication							

satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

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)					5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Common Stock	02/16/2024		A ⁽¹⁾		21,284	A ⁽¹⁾	\$0.00 ⁽²⁾	111,165.79	D	
Common Stock	02/16/2024		F ⁽³⁾		10,869	D	\$138.31	100,296.79	D	
Common Stock								680.1503	Ι	By Daughter ⁽⁴⁾
Common Stock								680.1503	Ι	By Daughter ⁽⁴⁾
Common Stock								5,709	Ι	By 401(k) Plan ⁽⁵⁾

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

(3-, P,,,															
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. Transa Code (8)		of Deriv Secu Acqu (A) o Dispe of (D	posed D) str. 3, 4		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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

1. Shares issued pursuant to performance-vested stock units (including 2,033 shares issued for related dividend equivalent units) that were granted to the reporting person on January 29, 2021 under the M&T Bank Corporation 2019 Equity Incentive Compensation Plan (the "Plan") and were earned based on achievement against pre-established performance criteria for the three-year performance period ended December 31, 2023, as determined by the Company's Compensation and Human Capital Committee on February 16, 2024.

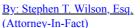
2. The performance-vested restricted stock units were granted under the Plan, and therefore the reporting person paid no price for the performance-vested restricted stock units.

3. Shares withheld for taxes upon the settlement in shares of performance-vested restricted stock units previously granted to the reporting person.

4. These shares are owned by the daughter of the reporting person through a custodial account under the Uniform Gifts to Minors Act for which the reporting person is custodian.

5. The information presented is as of February 14, 2024.

Remarks:



<u>9.</u> <u>02/21/2024</u>

** Signature of Reporting Person 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.