## SEC Form 4

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# FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to
Section 16. Form 4 or Form 5
obligations may continue. See
Instruction 1(b).

### 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

#### OMB APPROVAL OMB Number: 3235-0287

hours per response:	0.5
Estimated average burden	

1. Name and Addre Martocci Gir		ng Person*	2. Issuer Name and Ticker or Trading Symbol <u>M&amp;T BANK CORP</u> [ MTB ]	(Check	tionship of Reporting Pers all applicable) Director Officer (give title	son(s) to Issuer 10% Owner Other (specify
(Last) (First) (Middle) 350 PARK AVENUE			3. Date of Earliest Transaction (Month/Day/Year) 07/21/2015	X	below) Executive Vice P	below)
(Street) NEW YORK NY 10022		10022	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line) X	idual or Joint/Group Filing Form filed by One Repo	orting Person
(City)	(State)	(Zip)			Form filed by More than Person	One Reporting
		Table I - Non-Deriv	ative Securities Acquired, Disposed of, or Benefi	cially (	Owned	

#### 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)			4. Securities Disposed Of			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Common Stock	07/21/2015		S		500	D	\$132.12	8,976.54	D	
Common Stock								1,557	Ι	By 401(k) Plan <sup>(1)</sup>

#### 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. Transa Code ( 8)		Secu Acqu (A) o Dispo of (D) (Insti	vative rities lired r osed ) 7. 3, 4	6. Date Exerc Expiration Da (Month/Day/Y	ite	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	and t	5) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Phantom Common Stock Units	(2)							(2)	(2)	Common Stock	(2)		222	Ι	Supplemental 401(k) Plan <sup>(1)</sup>

#### Explanation of Responses:

1. The information presented is as of June 30, 2015.

2. 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.

#### **Remarks:**

By: Karla Braun-Kolbe, Esq. (Attorney-In-Fact)

07/23/2015

\*\* 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.