

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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 | |
|--|-----------|
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| | | |
|---|---|---|
| 1. Name and Address of Reporting Person* <u>PEREIRA JORGE G</u> (Last) (First) (Middle) 350 PARK AVENUE 6TH FLOOR (Street) NEW YORK NY 10022-6022 (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>M&T BANK CORP [MTB]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Vice Chairman |
| | 3. Date of Earliest Transaction (Month/Day/Year) 10/16/2006 | |
| | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person |

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 | 10/16/2006 | | S | | 300 | D | \$122.2233 | 2,139,800 | I | By One or More Controlled Corporations |
| Common Stock | 10/16/2006 | | S | | 300 | D | \$122.2267 | 2,139,500 | I | By One or More Controlled Corporations |
| Common Stock | 10/16/2006 | | S | | 200 | D | \$122.23 | 2,139,300 | I | By One or More Controlled Corporations |
| Common Stock | 10/16/2006 | | S | | 600 | D | \$122.2383 | 2,138,700 | I | By One or More Controlled Corporations |
| Common Stock | 10/16/2006 | | S | | 100 | D | \$122.24 | 2,138,600 | I | By One or More Controlled Corporations |
| Common Stock | 10/16/2006 | | S | | 500 | D | \$122.244 | 2,138,100 | I | By One or More Controlled Corporations |
| Common Stock | 10/16/2006 | | S | | 800 | D | \$122.245 | 2,137,300 | I | By One or More Controlled Corporations |
| Common Stock | 10/16/2006 | | S | | 400 | D | \$122.275 | 2,136,900 | I | By One or More Controlled Corporations |
| Common Stock | 10/16/2006 | | S | | 100 | D | \$122.28 | 2,136,800 | I | By One or More Controlled Corporations |
| Common Stock | 10/16/2006 | | S | | 1,000 | D | \$122.288 | 2,135,800 | I | By One or More Controlled Corporations |

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

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|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|------------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 10/16/2006 | | S | | 400 | D | \$122.3 | 2,135,400 | I | By One or More Controlled Corporations |
| Common Stock | 10/16/2006 | | S | | 500 | D | \$122.306 | 2,134,900 | I | By One or More Controlled Corporations |
| Common Stock | 10/16/2006 | | S | | 400 | D | \$122.315 | 2,134,500 | I | By One or More Controlled Corporations |
| Common Stock | 10/16/2006 | | S | | 200 | D | \$122.32 | 2,134,300 | I | By One or More Controlled Corporations |
| Common Stock | 10/16/2006 | | S | | 100 | D | \$122.35 | 2,134,200 | I | By One or More Controlled Corporations |
| Common Stock | 10/16/2006 | | S | | 500 | D | \$122.354 | 2,133,700 | I | By One or More Controlled Corporations |
| Common Stock | 10/16/2006 | | S | | 800 | D | \$122.3838 | 2,132,900 | I | By One or More Controlled Corporations |
| Common Stock | 10/16/2006 | | S | | 600 | D | \$122.4017 | 2,132,300 | I | By One or More Controlled Corporations |
| Common Stock | 10/16/2006 | | S | | 800 | D | \$122.4175 | 2,131,500 | I | By One or More Controlled Corporations |
| Common Stock | 10/16/2006 | | S | | 500 | D | \$122.43 | 2,131,000 | I | By One or More Controlled Corporations |
| Common Stock | 10/16/2006 | | S | | 100 | D | \$122.44 | 2,130,900 | I | By One or More Controlled Corporations |
| Common Stock | 10/16/2006 | | S | | 100 | D | \$122.45 | 2,130,800 | I | By One or More Controlled Corporations |
| Common Stock | 10/16/2006 | | S | | 200 | D | \$122.46 | 2,130,600 | I | By One or More Controlled Corporations |
| Common Stock | 10/16/2006 | | S | | 300 | D | \$122.47 | 2,130,300 | I | By One or More Controlled Corporations |
| Common Stock | 10/16/2006 | | S | | 100 | D | \$122.4702 | 2,130,200 | I | By One or More Controlled Corporations |

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 | 10/16/2006 | | S | | 300 | D | \$122.4733 | 2,129,900 | I | By One or More Controlled Corporations |
| Common Stock | 10/16/2006 | | S | | 300 | D | \$122.48 | 2,129,600 | I | By One or More Controlled Corporations |
| Common Stock | 10/16/2006 | | S | | 700 | D | \$122.5 | 2,128,900 | I | By One or More Controlled Corporations |
| Common Stock | 10/16/2006 | | S | | 200 | D | \$122.51 | 2,128,700 | I | By One or More Controlled Corporations |
| Common Stock | 10/16/2006 | | S | | 300 | D | \$122.5133 | 2,128,400 | I | By One or More Controlled Corporations |

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: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|--|-----------------|---|--|--|---|--|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | | | | | |

Explanation of Responses:

Remarks:

This is the second of eight Form 4 filings by the reporting person to report the reporting person's transactions that occurred on October 16, 2006 and October 17, 2006. Multiple Form 4 filings are required due to SEC system limitations that do not allow more than 30 transactions to be reported in Table I.

By: Brian R. Yoshida, Esq. 10/18/2006
(Attorney-In-Fact)

** 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.