

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D. C. 20549**

**FORM 8-K
CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of
the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): May 4, 2010

M&T BANK CORPORATION

(Exact name of registrant as specified in its charter)

New York

(State or other jurisdiction of incorporation)

1-9861

(Commission File Number)

16-0968385

(I.R.S. Employer Identification No.)

One M&T Plaza, Buffalo, New York
(Address of principal executive offices)

14203
(Zip Code)

Registrant's telephone number, including area code: (716) 842-5445

(NOT APPLICABLE)

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instructions A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 7.01. Regulation FD Disclosure.

On May 4, 2010, representatives of M&T Bank Corporation (“M&T”) will deliver a presentation to analysts and investors at the RBC Capital Markets Financial Institutions Conference in Boston, Massachusetts. M&T’s presentation is scheduled to begin at 2:45 p.m. Eastern Time. A copy of this presentation is attached as Exhibit 99.

The information in this Form 8-K, including Exhibit 99 attached hereto, shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934 (the “Exchange Act”), or otherwise subject to the liability of such section, nor shall it be deemed incorporated by reference in any filing of M&T under the Securities Act of 1933 or the Exchange Act, regardless of any general incorporation language in such filing, unless expressly incorporated by specific reference in such filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.

99 M&T Bank Corporation Presentation.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

M&T BANK CORPORATION

Date: May 4, 2010

By: /s/ René F. Jones

René F. Jones
Executive Vice President
and Chief Financial Officer

EXHIBIT INDEX

Exhibit No.

99 M&T Bank Corporation Presentation. Filed herewith.



**RBC Capital Markets
Financial Institutions Conference**

May 4, 2010

 **M&T Bank Corporation**

Disclaimer

This presentation contains forward looking statements within the meaning of the Private Securities Litigation Reform Act giving the Company's expectations or predictions of future financial or business performance or conditions. Forward-looking statements are typically identified by words such as "believe," "expect," "anticipate," "intend," "target," "estimate," "continue," "positions," "prospects" or "potential," by future conditional verbs such as "will," "would," "should," "could" or "may", or by variations of such words or by similar expressions. These forward-looking statements are subject to numerous assumptions, risks and uncertainties which change over time. Forward-looking statements speak only as of the date they are made and we assume no duty to update forward-looking statements.

In addition to factors previously disclosed in our SEC reports and those identified elsewhere in this presentation, the following factors among others, could cause actual results to differ materially from forward-looking statements or historical performance: ability to obtain regulatory approvals and meet other closing conditions to the merger, including approval by Provident shareholders, on the expected terms and schedule; delay in closing the merger; difficulties and delays in integrating the M&T and Provident businesses or fully realizing cost savings and other benefits; business disruption following the merger; changes in asset quality and credit risk; the inability to sustain revenue and earnings growth; changes in interest rates and capital markets; inflation; customer acceptance of M&T products and services; customer borrowing, repayment, investment and deposit practices; customer disintermediation; the introduction, withdrawal, success and timing of business initiatives; competitive conditions; the inability to realize cost savings or revenues or to implement integration plans and other consequences associated with mergers, acquisitions and divestitures; economic conditions; and the impact, extent and timing of technological changes, capital management activities, and other actions of the Federal Reserve Board and legislative and regulatory actions and reforms.

Annualized, pro forma, projected and estimated numbers are used for illustrative purpose only, are not forecasts and may not reflect actual results.

M&T: A “Super-Community Bank”

Our approach is simple:

- We provide banking services in communities where we live and work
- We focus on carefully underwritten lending, based on local knowledge
- We take a prudent approach to acquisitions – we grow when and where it makes sense
- We view our long-tenured and engaged employees as key to our success
- The result is a history of above-average shareholder returns

We provide banking services in the communities where we live and work

We have 15 Community Banking Regions across the M&T footprint

- Regional Presidents represent the face of M&T in each of our markets
- We provide a wide range of banking services to customers in our communities
 - ❑ Over 2 million retail customers
 - ❑ Over 190,000 commercial customers
- M&T employs more than 14,000 people across the footprint



Lending in our communities

We lend in the markets where we live and work to people and enterprises whom we know

#1 market share for lead bank relationships*
among middle market clients in:

Baltimore
Binghamton
Buffalo
Harrisburg
Rochester
Syracuse

#1 Small Business Lender in:

Baltimore
Binghamton
Buffalo
Rochester
Syracuse

*Ranked 9th Nationally***

Lending in 2009

147,026 Consumer and mortgage loans

\$9.3B

Avg loan size: \$63,000

6,721 Small business loans

\$911 million

Avg loan size: \$136,000

4,545 loans to larger commercial customers

\$6.0B

Avg loan size: \$1.3 million

* Independent market research
** Small Business Administration

We are only as strong as the communities we serve



Westminster Community Charter School



United Way Day of Caring in Baltimore



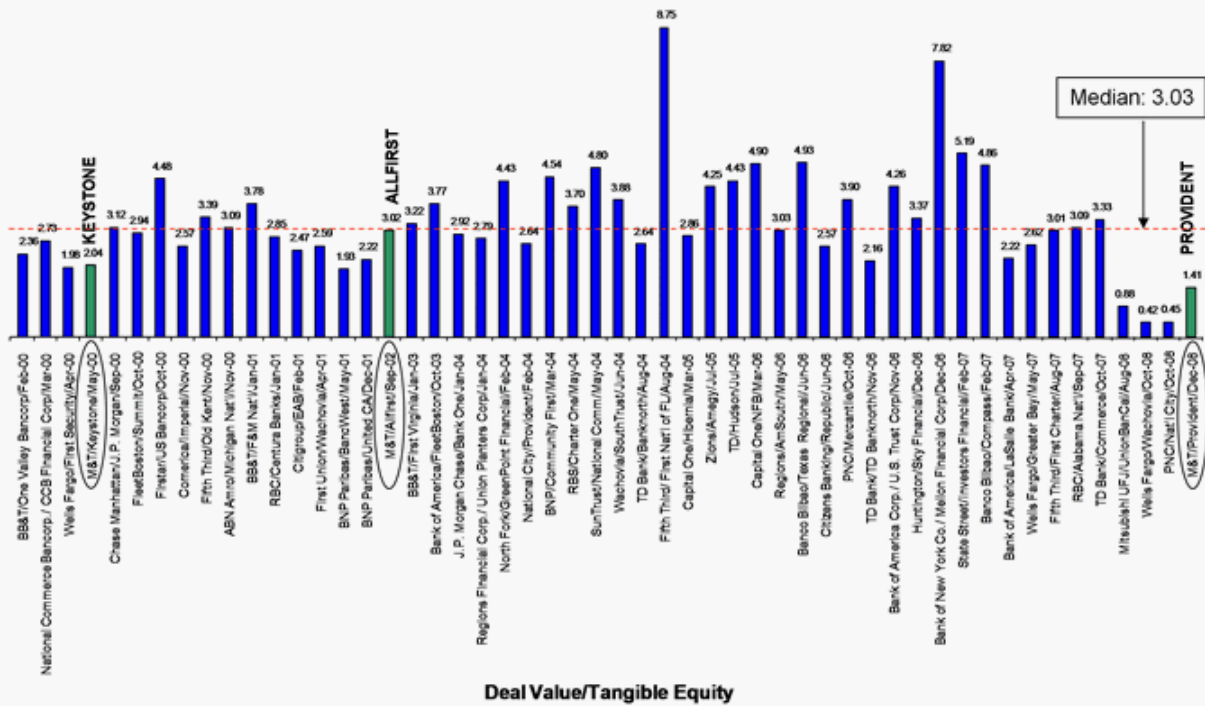
Gettysburg Visitor Center

- The M&T Charitable Foundation has donated more than \$133 million to community-based organizations over the past 10 years
- We have been recognized as one of the top charitable companies in the U.S.
- M&T has earned the highest possible Community Reinvestment Act rating on every exam since 1982

We have a prudent approach to acquisitions

We grow when it makes sense...

\$1.0+ Billion Bank Only Deals (2000-2010)



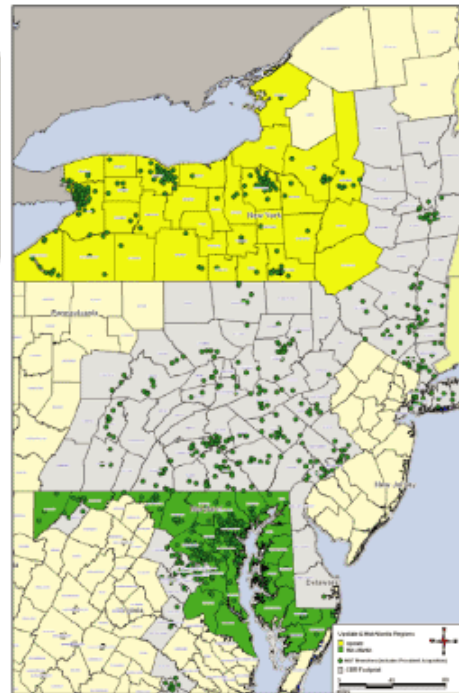
Deal Value at Announcement and Tangible Equity at Most Recent Quarter before Announcement
 Although Provident was less than \$1.0 Billion in Deal Value, it has been included for reference
 Source: SNL Financial

We have a prudent approach to acquisitions

... and where it makes sense

As a result of the Provident acquisition, M&T now has a similar presence in MD as it does in Upstate New York, with a #1 branch share and #2 deposit share

However, the MD area offers a larger, wealthier and faster growing population with more business opportunities



Upstate vs. Maryland

	Upstate ¹	Maryland ²
Total Deposits (FDIC June 30, 2009)	\$ 90.9B	\$ 122.7B
M&T Deposits	\$ 17.9B	\$ 13.9B
Rank / Market Share	#2 / 18%	#2 / 11%
Total Branches (FDIC June 30, 2009) ³	1,488	1,909
M&T Branches	182	258
Rank / Branch Share	#1 / 11%	#1 / 14%
Population (2007)	4.6MM	5.8MM
2007-2012 Growth / CAGR	<1M / 0.0% CAGR	284M / 1.1% CAGR
Households	1.8MM	2.2MM
# of D&B Businesses	182M	274M
% BB Target Segment ⁴	39%	48%
SBA Lending Rank (Total \$)	1	1
Middle Market Banking Market Share Rank	1	1

Data include only those counties within the M&T Bank branch footprint.

1. Upstate includes WNY, Rochester, Syracuse & Southern CBRs

2. State of Maryland. Includes Provident and Bradford branches as reported to the FDIC as of June 30, 2009. Provident-related consolidations not reflected. Credit unions included.

3. Branch count includes only branches with deposits as of June 30, 2009.

4. Target Segments: Financial Services, Healthcare, High Tech, Light Mfg, Professional Svcs, Specialty Construction and Wholesale Dist.

Our employees are long-tenured...

M&T Bank average employee tenure:	10.2 years
▪ M&T Bank average tenure of employees with >1 yr service:	10.8 years
<i>vs.</i>	
US Dept. of Labor financial services industry average tenure:	4.7 years

Management Group average tenure:	21.6 years
Senior Vice President average tenure:	19.4 years
Regional President average tenure:	19.4 years
Branch Manager average tenure:	12.2 years
Commercial RM average tenure:	9.9 years
Teller average tenure:	8.1 years

...and committed to M&T

- More than 20% of M&T's stock is owned by bank employees, executives and directors
- Approximately 75% of M&T's employees own stock in the company
- Despite the challenging environment, employee engagement at M&T increased significantly over the last two years



A history of above-average shareholder returns

Our “super-community bank” model is validated through our long-term results

- M&T has been profitable in every quarter of the last 33+ years – 135 consecutive quarters
- M&T is one of two commercial banks in the S&P 500 not to have cut its dividend during the financial crisis
- Strong total return to shareholders through the financial crisis
- Superior returns to shareholders over the long term



Financial Results

Increased Earnings Power Through 2009

	2006	2007	2008	Q1 2009	Q2 2009	Q3 2009	Q4 2009	2009	Q1 2010	
Net Interest Margin	3.70%	3.60%	3.38%	3.19%	3.43%	3.61%	3.71%	3.49%	3.78%	Strong pre-credit earnings
Efficiency Ratio - Tangible ⁽²⁾	51.51%	52.77%	54.35%	58.68%	60.03%	55.21%	52.69%	56.50%	55.88%	
Pre-tax, Pre-provision Earnings (\$MM)	1,312	1,156	1,152	242	210	326	346	1,123	325	
Allowance to Loans (As At)	1.51%	1.58%	1.61%	1.73%	1.76% ⁽³⁾	1.81% ⁽³⁾	1.83% ⁽³⁾	1.83% ⁽³⁾	1.86% ⁽³⁾	Strong credit through cycle
Net Charge-Offs to Loans	0.16%	0.26%	0.78%	0.83%	1.09%	1.07%	1.03%	1.01%	0.74%	
Diluted Earnings Per Share										Consistently positive earnings
GAAP	\$7.37	\$5.95	\$5.01	\$0.49	\$0.36	\$0.97	\$1.04	\$2.89	\$1.15	
Net Operating ⁽¹⁾	\$7.73	\$6.40	\$5.39	\$0.59	\$0.79	\$0.98	\$1.16	\$3.54	\$1.23	
Common Equity to Assets - Tangible (As At)	5.84%	5.01%	4.59%	4.86%	4.49%	4.89%	5.13%	5.13%	5.43%	Generating capital
Tier 1 Capital Ratio	7.74%	6.84%	8.83%	8.76%	8.17%	8.42%	8.59%	8.59%	8.88% ⁽⁴⁾	
Total Capital Ratio	11.78%	11.18%	12.83%	12.74%	11.87%	12.15%	12.30%	12.30%	12.62% ⁽⁴⁾	
Leverage Ratio	7.20%	6.59%	8.35%	8.39%	8.38%	8.28%	8.43%	8.43%	8.59% ⁽⁴⁾	

(1) Excludes merger-related gains and expenses and amortization expense associated with intangible assets. Refer to the Reconciliation of GAAP and Non-GAAP Results of Operation in the Appendix.

(2) Efficiency Ratio reflects non-interest expense (excluding amortization expense associated with intangible assets, merger-related expenses and other non-recurring expenses) as a percentage of fully taxable equivalent net interest income and non-interest revenues (excluding gains from securities transactions and non-recurring items).

(3) Allowance to legacy M&T loans. Per SFAS No. 141R and SOP 03-3, Provident and Bradford loans were marked to fair value at acquisition with no related reserves.

(4) Estimates until Q1 2010 FRY9C report is filed.

2009 Peer Group - Largest 15 Regional Banks

BB&T Corporation

Capital One Financial Corporation

Comerica Incorporated

Fifth Third Bancorp

First Horizon National Corporation

Huntington Bancshares Incorporated

KeyCorp

M&T Bank Corporation

Marshall & Ilsley Corporation

PNC Financial Services Group, Inc.

Regions Financial Corporation

Synovus Financial Corp.

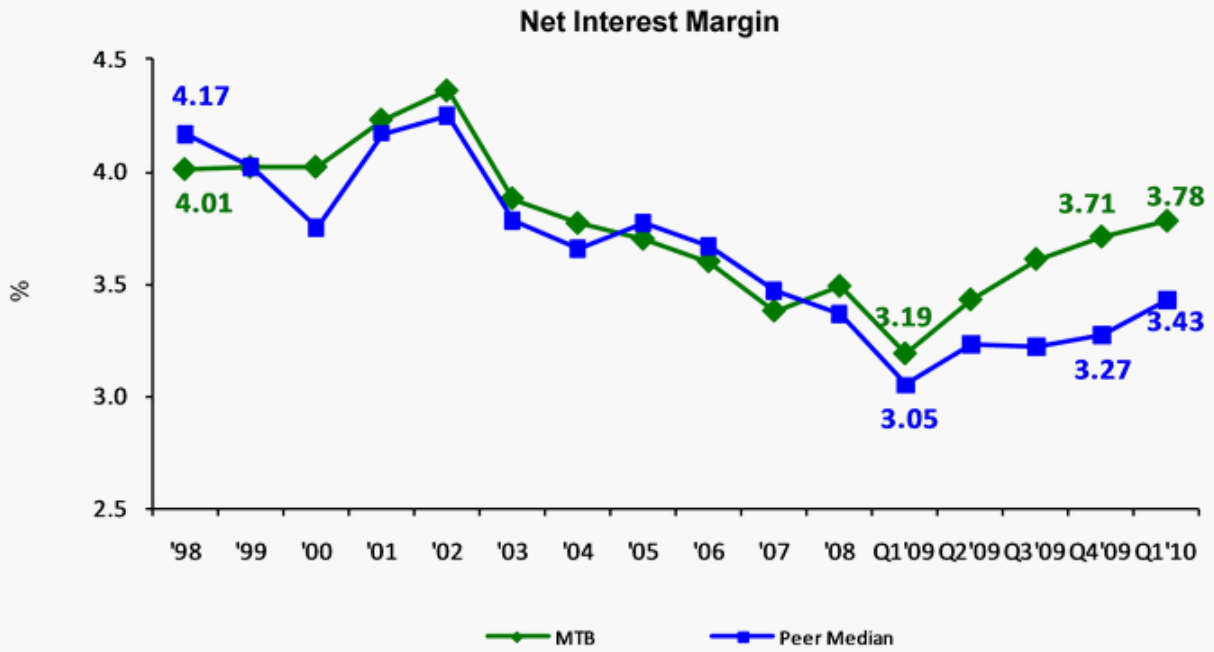
SunTrust Banks, Inc.

U.S. Bancorp

Zions Bancorporation

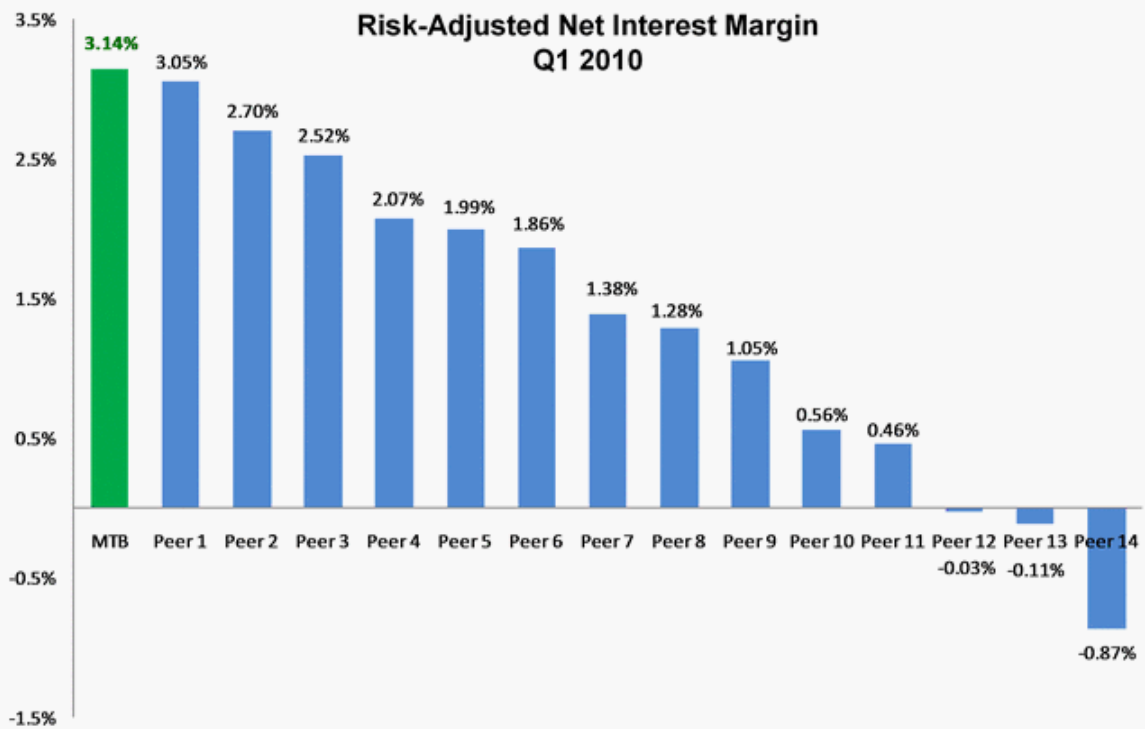
Disciplined margin management

M&T focuses on returns and relationships rather than volumes



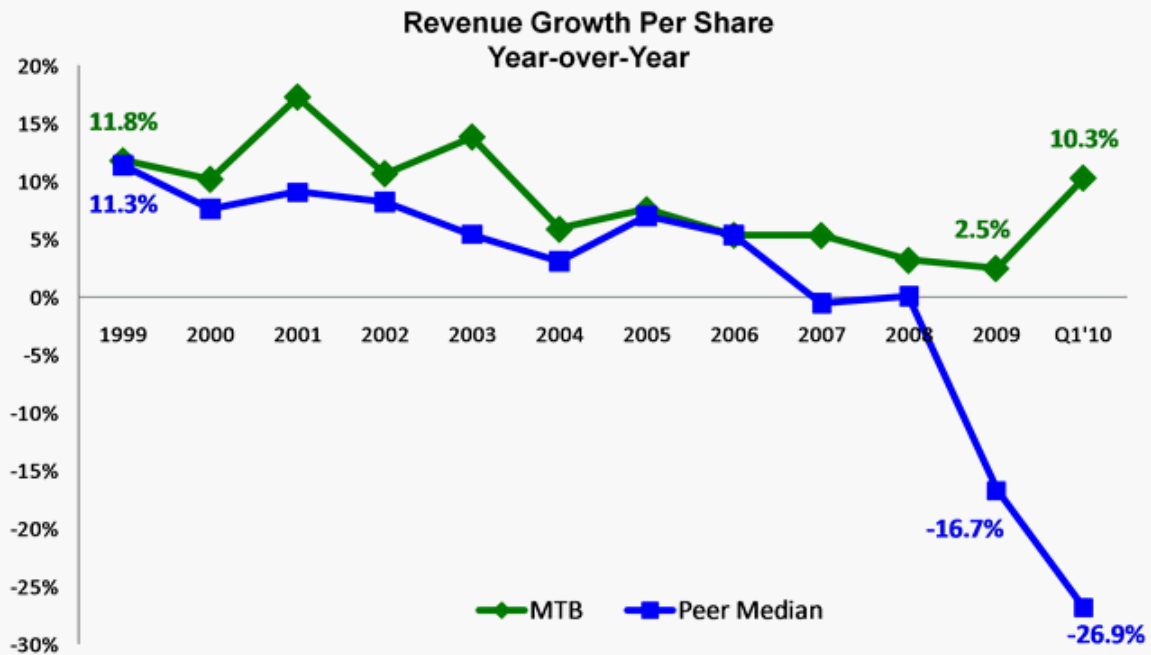
Note: Taxable Equivalent net interest margin used for M&T and for peer banks when available.

Value of relationship lending seen in both credit and margin



Risk-Adjusted Margin = FTE Net Interest Income less Net Charge-Offs as a percentage of average earning assets.

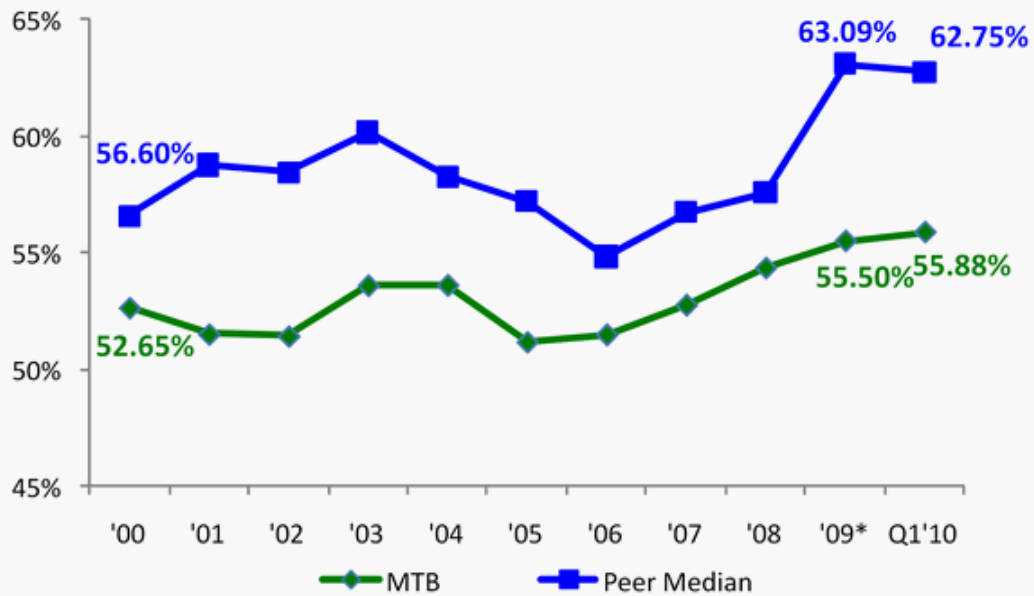
Long-term focus on revenue growth per share



Revenue reflects FTE Net Interest Income where available and excludes securities gains/losses and any nonrecurring items.

M&T's model relies on maintaining above-average efficiency

Operating Efficiency Ratio



Efficiency Ratio reflects non-interest expense (excluding amortization expense associated with intangible assets, merger-related expenses and other non-recurring expenses) as a percentage of fully taxable equivalent net interest income and non-interest revenues (excluding gains from securities transactions and non-recurring items).

* 2009 Efficiency Ratio excludes FDIC Special Assessment for MTB and all Peers.

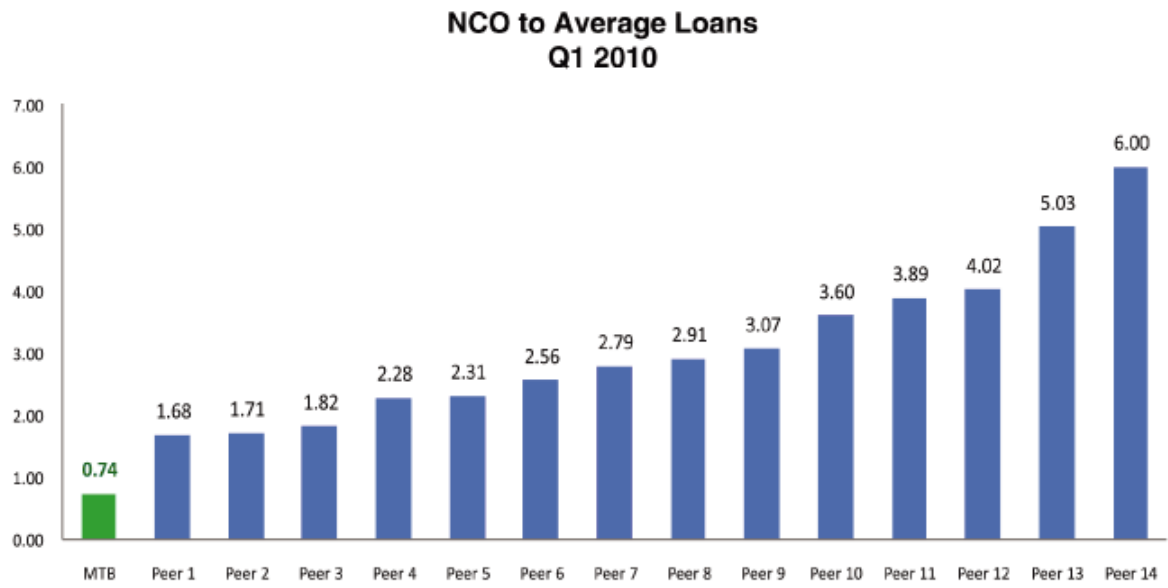


Strong Credit Performance

Key Points

- M&T's geographies and underwriting are keys to out-performance
 - HPI decline in M&T footprint significantly lower than national average
 - Limited exposure to highly stressed markets of Florida, California, Nevada and Arizona
 - Early intervention in stressed asset classes
 - Reduced originations in 2005 & 2006 of several stressed asset classes in response to unacceptable underwriting standards and pricing (e.g. Commercial Real Estate and Indirect Auto)
- M&T's loss experience has diverged materially from the industry

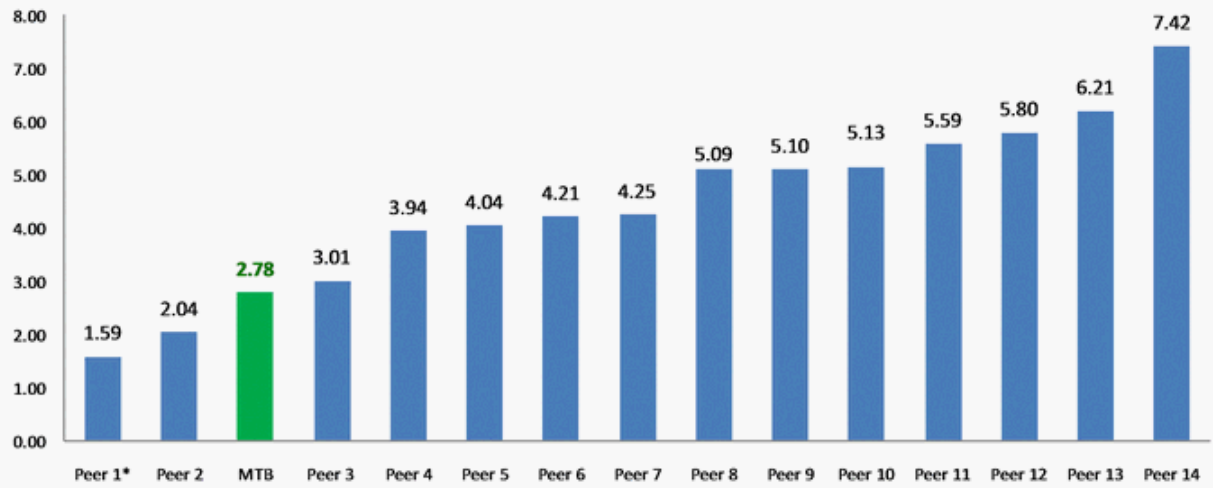
MTB has the lowest NCO % amongst peers



Source: SNL Interactive, peer bank earnings releases. Note: Ratio is calculated using annualized net charge-offs.

Nonperformers are considerably lower than peers

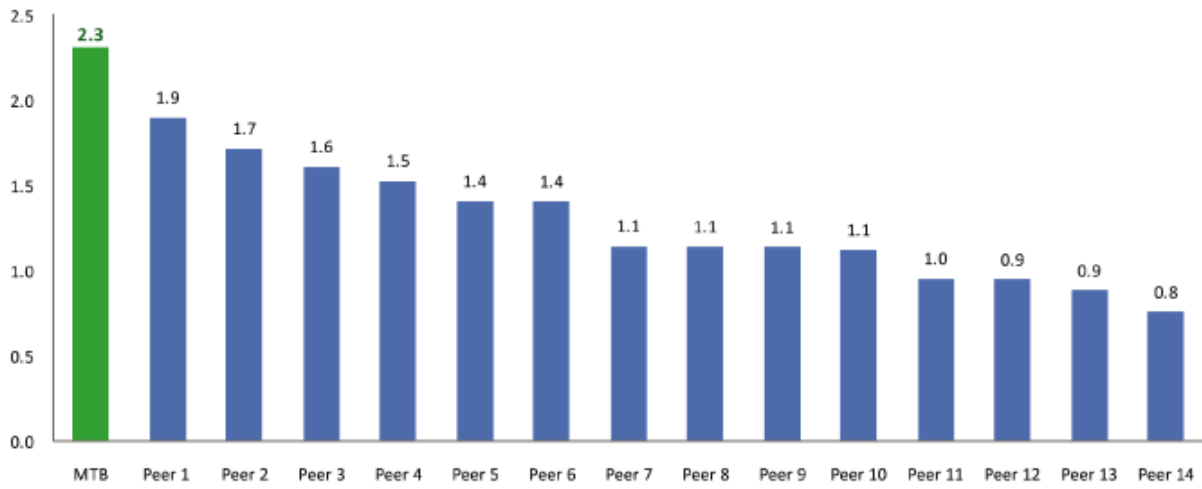
Nonperforming Assets % of Loans + OREO
Q1 2010



Source: SNL Interactive, peer bank earnings releases. *Peer 1's ratio is as of Q4 2009. Q1 2010 ratio not reported as of presentation date.

Reserve coverage remains among the best

Reserves % of Net Charge-Offs
Q1 2010



Source: SNL Interactive, peer bank earnings releases. Note: Ratio is calculated using annualized net charge-offs.

Commercial Credit Quality vs Peers – December 31, 2009

Construction & Development Portfolio				
	30+ PD	Nonaccrual /		
	Delinquency	Total Loans	LTMNCO	
	% of Total	%	Ratio %	
Peer 14	6.8	4.7	35.0	20.17
Peer 13	12.5	2.5	15.0	11.98
Peer 12	25.3	1.5	12.7	11.90
Peer 11	10.0	1.2	17.4	11.12
Peer 10	7.6	5.0	13.5	10.24
Peer 9	9.5	2.7	18.4	9.44
Peer 8	16.0	3.0	15.9	8.22
Peer 7	9.7	4.5	15.6	7.02
Peer 6	9.2	2.9	18.2	5.97
Peer 5	6.7	1.4	19.8	5.19
Peer 4	6.2	5.3	14.7	4.95
Peer 3	3.5	4.6	1.9	4.67
Peer 2	14.5	7.3	7.9	3.88
Peer 1	6.0	21.0	19.7	3.00
MTB	9.5	0.6	8.0	2.47
Peer Median	9.5	3.0	15.6	7.02

Multifamily, CRE & Farm Portfolio				
	30+ PD	Nonaccrual /		
	Delinquency	Total Loans	LTMNCO	
	% of Total	%	Ratio %	
Peer 14	16.8	2.2	4.8	3.07
Peer 13	21.8	1.0	6.1	2.99
Peer 12	27.3	1.8	5.9	2.09
Peer 11	13.4	1.6	5.4	1.92
Peer 10	34.2	0.5	5.3	1.90
Peer 9	15.2	3.3	4.3	1.66
Peer 8	28.6	0.6	3.9	1.57
Peer 7	14.7	2.7	2.4	1.21
Peer 6	17.4	1.2	2.2	1.18
Peer 5	40.2	1.4	5.1	1.00
Peer 4	23.8	2.8	2.3	0.93
Peer 3	14.8	1.8	3.4	0.41
Peer 2	23.3	2.8	1.6	0.40
Peer 1	12.7	0.8	2.1	0.38
MTB	30.6	0.4	1.6	0.08
Peer Median	21.8	1.6	3.9	1.21

Commercial & Industrial Portfolio				
	30+ PD	Nonaccrual /		
	Delinquency	Total Loans	LTMNCO	
	% of Total	%	Ratio %	
Peer 14	23.2	0.8	3.4	4.61
Peer 13	19.6	0.9	1.9	3.58
Peer 12	20.7	1.5	1.5	3.07
Peer 11	30.4	0.3	2.7	2.83
Peer 10	42.3	1.5	2.6	2.83
Peer 9	26.1	1.2	3.2	2.33
Peer 8	35.2	0.8	2.4	2.12
Peer 7	29.4	0.6	2.0	1.92
Peer 6	32.8	2.0	3.0	1.85
Peer 5	28.0	0.4	1.5	1.60
Peer 4	29.1	1.7	2.1	1.58
Peer 3	30.0	1.3	2.0	1.56
Peer 2	55.9	0.4	0.9	1.44
Peer 1	19.4	1.1	0.8	1.15
MTB	26.1	0.5	2.4	1.27
Peer Median	29.1	0.9	2.1	1.92

Source: SNL Interactive. FR Y9C data as of December 31, 2009.

Consumer Credit Quality vs Peers – December 31, 2009

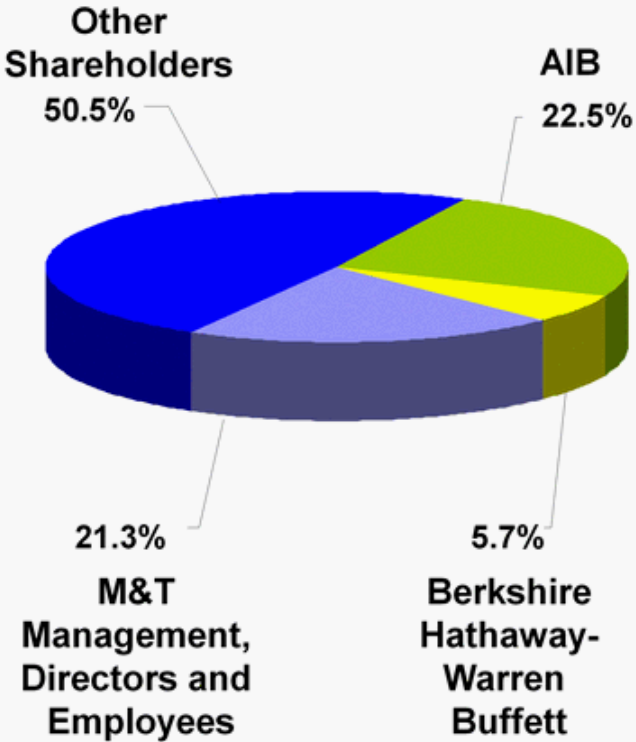
1-4 Family 1st & 2nd Lien Portfolio				
	30+ PD Delinquency % of Total	Nonaccrual / Total Loans %	LTM NCO Ratio %	
Peer 14	18.0	3.2	4.1	5.11
Peer 13	11.9	1.7	6.3	3.71
Peer 12	28.3	5.1	8.0	3.37
Peer 11	23.8	5.4	7.0	3.14
Peer 10	14.4	5.0	3.7	2.63
Peer 9	7.0	3.4	2.9	2.40
Peer 8	21.0	5.9	5.8	2.25
Peer 7	10.3	1.3	3.9	1.93
Peer 6	20.2	12.9	1.3	1.63
Peer 5	5.2	1.4	2.7	1.53
MTB	12.5	6.2	4.2	1.38
Peer 4	15.7	4.2	1.6	1.36
Peer 3	25.9	5.7	3.1	1.19
Peer 2	20.1	13.5	2.6	0.73
Peer 1	15.3	11.1	2.6	0.69
Peer Median	15.7	5.1	3.7	1.93

HELOC Portfolio				
	30+ PD Delinquency % of Total	Nonaccrual / Total Loans %	LTM NCO Ratio %	
Peer 14	2.7	3.5	1.3	8.12
Peer 13	13.5	1.4	1.9	4.21
Peer 12	23.1	2.2	0.2	2.82
Peer 11	14.7	2.6	0.0	2.72
Peer 10	13.3	1.9	0.6	2.55
Peer 9	6.8	0.7	0.9	2.33
Peer 8	6.2	0.9	0.9	2.32
Peer 7	5.6	1.5	0.4	1.38
Peer 6	13.4	1.0	0.4	1.32
Peer 5	4.0	1.0	0.8	1.26
Peer 4	8.6	1.1	0.2	1.10
Peer 3	15.1	1.5	0.2	1.02
Peer 2	13.3	1.1	0.9	0.85
Peer 1	5.6	0.3	0.6	0.70
MTB	11.3	0.4	0.4	0.52
Peer Median	11.3	1.1	0.6	1.38

Other Consumer Portfolio				
	30+ PD Delinquency % of Total	Nonaccrual / Total Loans %	LTM NCO Ratio %	
Peer 14	24.7	8.3	0.6	5.94
Peer 13	1.4	2.3	1.3	4.45
Peer 12	12.9	3.5	0.5	3.92
Peer 11	9.7	3.9	0.5	3.26
Peer 10	1.1	1.2	0.8	2.42
Peer 9	3.7	0.8	0.2	2.15
Peer 8	10.6	2.1	0.0	1.92
Peer 7	11.7	1.5	0.1	1.84
Peer 6	11.8	2.4	0.1	1.83
Peer 5	4.1	2.4	0.0	1.74
MTB	10.0	2.0	1.1	1.57
Peer 4	1.2	0.4	0.0	1.53
Peer 3	9.4	2.7	0.2	1.45
Peer 2	10.2	6.0	0.3	1.25
Peer 1	1.4	2.1	0.4	0.93
Peer Median	9.7	2.3	0.3	1.84

Source: SNL Interactive. FR Y9C data as of December 31, 2009.

Focus on Long Term Shareholder Returns

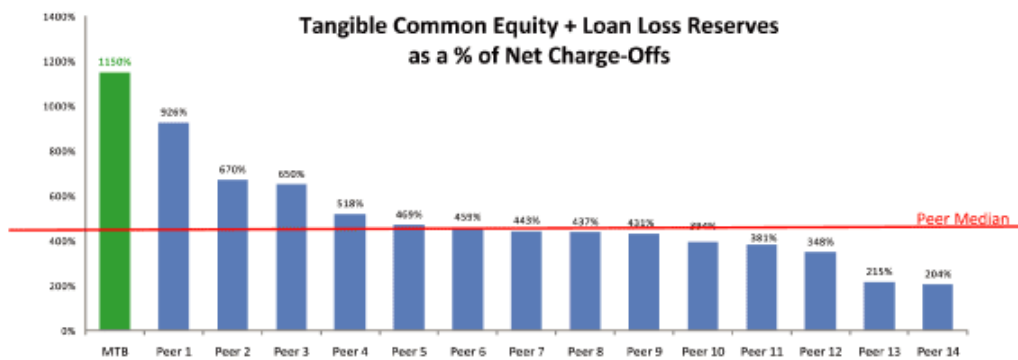
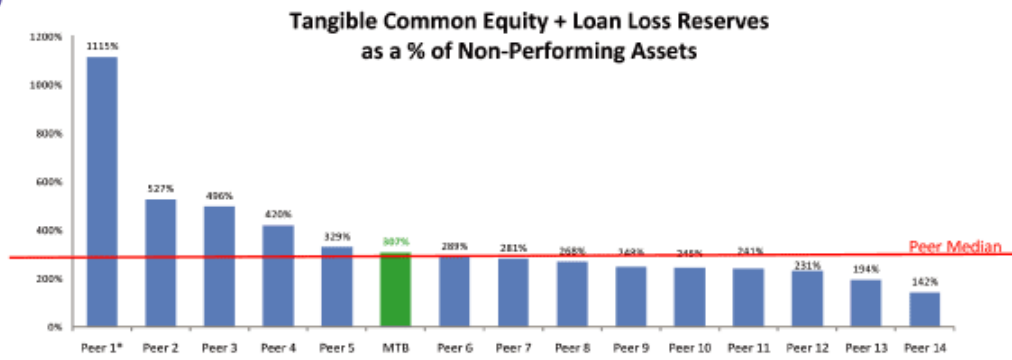


- Management’s Interest aligned with Shareholders’ Interests
- Focus on Long Term Performance

Ownership as of 2/26/10. Inside calculation includes currently exercisable options, restricted stock awards & deferred bonus shares.

Prudent Credit and Capital Management

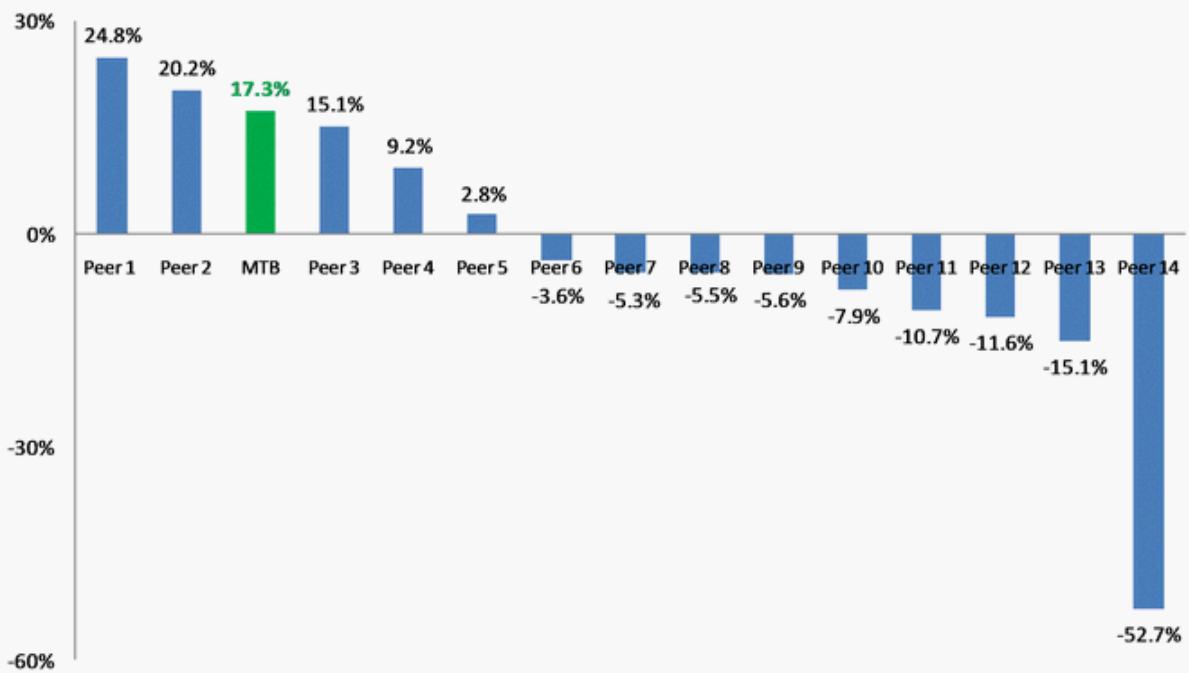
Q1 2010



Source: SNL Interactive. *Peer 1's ratio is as of Q4 2009. Q1 2010 ratio not reported as of presentation date. Note: TCE plus reserves as a percentage of net charge-offs is calculated using annualized net charge-offs.

Operating Return on Avg. Tangible Common Equity – Q1 2010

Continued profitability despite the credit environment



Note: Excludes amortization of intangibles and goodwill impairment, merger-related items, and other nonrecurring items as noted by SNL.



MTB: A Solid Investment

M&T Bank Corporation... a solid investment

Of the largest 100 banks operating in 1983, only 25 remain today

Among the remaining, M&T ranks 1st in stock price growth

Rank	Company Name	Ticker	Closing Price at		Stock Return CAGR (%)
			4/30/2010 (\$)	3/31/1983 (\$) ¹	
1	M&T Bank Corporation	MTB	87.35	1.34	16.7
2	State Street Corporation	STT	43.50	1.06	14.7
3	Northern Trust Corporation	NTRS	54.98	1.51	14.2
4	U.S. Bancorp	USB	26.77	0.92	13.3
5	Wells Fargo & Company	WFC	33.11	1.18	13.1
25	_____		—	—	4.0
Median			—	—	9.5
MTB Price @ Median Growth Rate			15.45	1.34	9.5

¹ 1983 Stock Prices Source: Compustat and/or Bigcharts.com

M&T Bank Corporation... a solid investment

- **20.6% Annual rate of return since 1980***

Source: IDC & Factset

- 16th best return of the entire universe of over 700 U.S. based stocks that have traded publicly since 1980

Rank	Company Name	Industry	Annual Return (%)
1	Eaton Vance Corp.	Financials	27.5
2	Gap Inc.	Consumer Discretionary	24.4
3	Stryker Corp.	Health Care	23.9
4	Progressive Corp.	Financials	23.7
5	Hasbro Inc.	Consumer Discretionary	23.2
6	Mylan Inc.	Health Care	22.8
7	Wal-Mart Stores Inc.	Consumer Staples	22.7
8	TJX Cos.	Consumer Discretionary	22.2
9	Limited Brands Inc.	Consumer Discretionary	21.8
10	Leucadia National Corp.	Financials	21.7
11	Precision Castparts Corp.	Industrials	21.7
12	State Street Corp.	Financials	21.7
13	Berkshire Hathaway Inc. (Cl B)	Financials	21.4
14	Robert Half International Inc.	Industrials	20.8
15	Danaher Corp.	Industrials	20.7
16	M&T Bank Corp.	Financials	20.6

\$3,394 invested in M&T in 1980 would be worth \$1 million today

*CAGR calculated assuming reinvestment of dividends through April 30, 2010.

M&T: A “Super-Community Bank”

Our approach is simple:

- We provide banking services in communities where we live and work
- We focus on carefully underwritten lending, based on local knowledge
- We take a prudent approach to acquisitions – we grow when and where it makes sense
- We view our long-tenured and engaged employees as key to our success
- The result is a history of above-average shareholder returns



Appendix

Reconciliation of GAAP and Non-GAAP Results of Operation

	2006	2007	2008	1Q09	2Q09	3Q09	4Q09	2009	1Q10
Net Income									
\$'s in millions									
Net income	\$839.2	\$654.3	\$555.9	\$64.2	\$51.2	\$127.7	\$136.8	\$379.9	\$151.0
Intangible amortization, net of tax	38.5	40.5	40.5	9.3	9.2	10.3	10.2	39.0	10.0
Merger-related items, net of tax	3.0	9.1	2.2	1.5	40.4	(9.2)	3.8	36.5	-
Net operating income	\$880.7	\$703.8	\$598.6	\$75.0	\$100.8	\$128.8	\$150.8	\$455.4	\$161.0
Earnings Per Share									
Diluted earnings per share	\$7.37	\$5.95	\$5.01	\$0.49	\$0.36	\$0.97	\$1.04	\$2.89	\$1.15
Intangible amortization, net of tax	0.33	0.37	0.36	0.09	0.08	0.09	0.09	0.34	0.08
Merger-related items, net of tax	0.03	0.08	0.02	0.01	0.35	(0.08)	0.03	0.31	-
Diluted net operating earnings per share	\$7.73	\$6.40	\$5.39	\$0.59	\$0.79	\$0.98	\$1.16	\$3.54	\$1.23
Efficiency Ratio									
\$'s in millions									
Non-interest expenses	\$1,551.7	\$1,627.7	\$1,727.0	\$438.3	\$563.7	\$500.1	\$478.5	\$1,980.6	\$489.4
less: intangible amortization	63.0	66.5	66.6	15.4	15.2	16.9	16.7	64.3	16.5
less: merger-related expenses	5.0	14.9	3.5	2.4	66.5	14.0	6.3	89.2	-
Adjusted net operating expenses	\$1,483.7	\$1,546.3	\$1,656.8	\$420.6	\$482.0	\$469.1	\$455.5	\$1,827.2	\$472.9
Adjusted T.E. revenues*	\$2,880.5	\$2,930.2	\$3,048.4	\$716.7	\$802.9	\$878.8	\$864.4	\$3,262.8	\$846.3
less: merger-related gains	-	-	-	-	-	29.1	-	29.1	-
Adjusted net operating revenues	\$2,880.5	\$2,930.2	\$3,048.4	\$716.7	\$802.9	\$849.7	\$864.4	\$3,233.7	\$846.3
Net operating efficiency ratio	51.5%	52.8%	54.4%	58.7%	60.0%	55.2%	52.7%	56.5%	55.9%

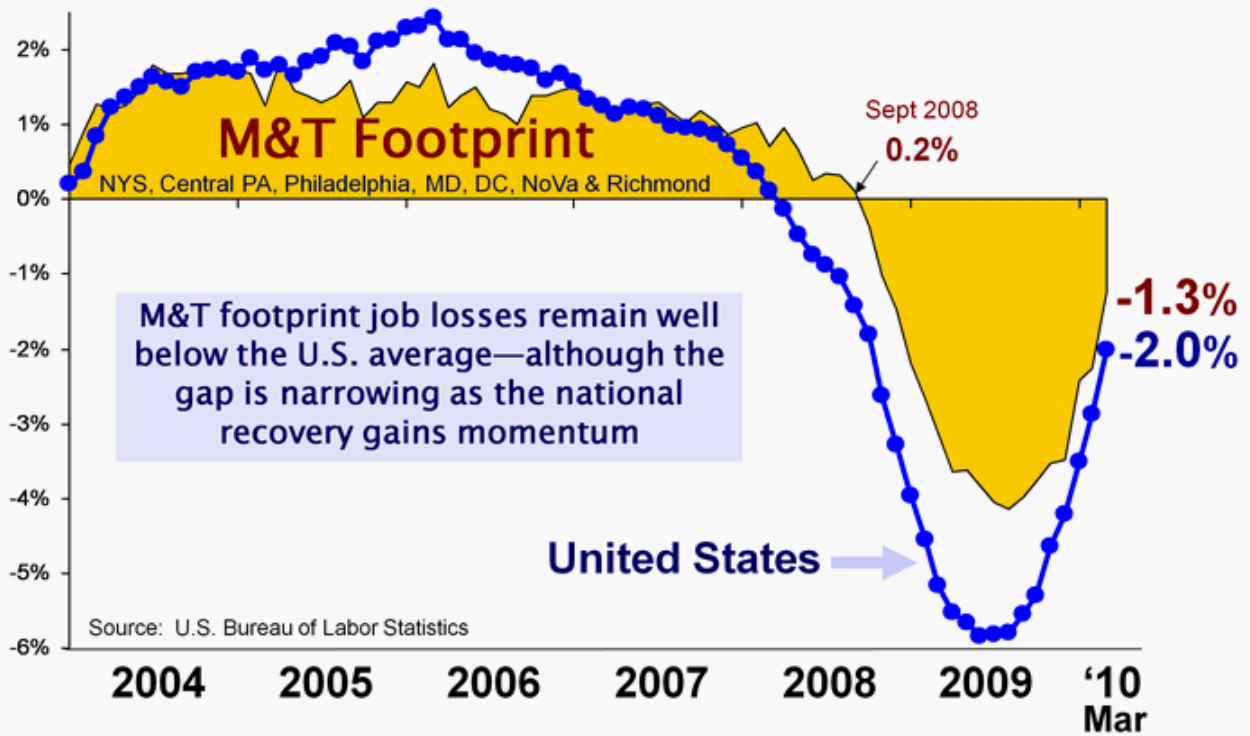
* Excludes gain/(loss) on sale of securities.

Reconciliation of GAAP and Non-GAAP Results of Operation

Average Assets	2006	2007	2008	1Q09	2Q09	3Q09	4Q09	2009	1Q10
<i>\$'s in millions</i>									
Average assets	\$ 55,839	\$ 58,545	\$ 65,132	\$ 64,766	\$ 66,984	\$ 69,154	\$ 68,919	\$ 67,472	\$ 68,883
Goodwill	(2,908)	(2,933)	(3,193)	(3,192)	(3,326)	(3,525)	(3,525)	(3,393)	(3,525)
Core deposit and other intangible assets	(191)	(221)	(214)	(176)	(188)	(208)	(191)	(191)	(176)
Deferred taxes	38	24	30	22	30	41	37	33	34
Average tangible assets	\$ 52,778	\$ 55,415	\$ 61,755	\$ 61,420	\$ 63,500	\$ 65,462	\$ 65,240	\$ 63,921	\$ 65,216
<i>Average Common Equity</i>									
<i>\$'s in millions</i>									
Average common equity	\$ 6,041	\$ 6,247	\$ 6,423	\$ 6,212	\$ 6,491	\$ 6,794	\$ 6,957	\$ 6,616	\$ 7,136
Goodwill	(2,908)	(2,933)	(3,193)	(3,192)	(3,326)	(3,525)	(3,525)	(3,393)	(3,525)
Core deposit and other intangible assets	(191)	(221)	(214)	(176)	(188)	(208)	(191)	(191)	(176)
Deferred taxes	38	24	30	22	30	41	37	33	34
Average tangible common equity	\$ 2,980	\$ 3,117	\$ 3,046	\$ 2,866	\$ 3,007	\$ 3,102	\$ 3,278	\$ 3,065	\$ 3,469

Private Sector Employment Growth In the M&T Footprint

YoY % Change





RBC Capital Markets Financial Institutions Conference

May 4, 2010

 **M&T Bank Corporation**