

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* BRUMBACK EMERSON L <hr/> (Last) (First) (Middle) ONE M&T PLAZA <hr/> (Street) BUFFALO NY 14203-2399 <hr/> (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol M&T BANK CORP [MTB]		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) Executive Vice President	
			3. Date of Earliest Transaction (Month/Day/Year) 05/03/2005			
			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	05/04/2005		S		300	D	\$103.04	49,380	D	
Common Stock	05/04/2005		S		100	D	\$103.06	49,280	D	
Common Stock	05/04/2005		S		100	D	\$103.08	49,180	D	
Common Stock	05/04/2005		S		300	D	\$103.13	48,880	D	
Common Stock	05/04/2005		S		2,300	D	\$103.14	46,580	D	
Common Stock	05/04/2005		S		700	D	\$103.15	45,880	D	
Common Stock	05/04/2005		S		2,200	D	\$103.17	43,680	D	
Common Stock	05/04/2005		S		200	D	\$103.18	43,480	D	
Common Stock	05/04/2005		S		3,000	D	\$103.19	40,480	D	
Common Stock	05/04/2005		S		200	D	\$103.2	40,280	D	
Common Stock	05/04/2005		S		100	D	\$103.21	40,180	D	
Common Stock	05/04/2005		S		500	D	\$103.22	39,680	D	
Common Stock	05/04/2005		S		200	D	\$103.23	39,480	D	
Common Stock	05/04/2005		S		500	D	\$103.24	38,980	D	
Common Stock	05/04/2005		S		100	D	\$103.25	38,880	D	
Common Stock	05/04/2005		S		200	D	\$103.26	38,680	D	
Common Stock	05/04/2005		S		100	D	\$103.27	38,580	D	
Common Stock	05/04/2005		S		500	D	\$103.28	38,080	D	
Common Stock	05/04/2005		S		200	D	\$103.29	37,880	D	
Common Stock	05/04/2005		S		500	D	\$103.3	37,380	D	
Common Stock	05/04/2005		S		400	D	\$103.31	36,980	D	
Common Stock	05/04/2005		S		100	D	\$103.4	36,880	D	
Common Stock	05/04/2005		S		100	D	\$103.43	36,780	D	
Common Stock	05/04/2005		S		200	D	\$103.5	36,580	D	
Common Stock	05/04/2005		S		800	D	\$103.55	35,780	D	
Common Stock	05/04/2005		S		100	D	\$103.6	35,680	D	
Common Stock	05/04/2005		S		1,300	D	\$103.65	34,380	D	
Common Stock	05/04/2005		S		100	D	\$103.69	34,280	D	
Common Stock	05/04/2005		S		1,300	D	\$103.7	32,980	D	
Common Stock	05/04/2005		S		200	D	\$103.72	32,780	D	

**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 three Form 4 filings by the reporting person to report the reporting person's transactions that occurred on May 3 and May 4, 2005. Multiple Form 4 filings are required due to the SEC system limitations that do not allow more than 30 transactions to be reported in Table I.

By: Brian R. Yoshida, Esq.
(Attorney-In-Fact)

05/05/2005

** 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.