## FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287 Estimated average burden hours per response: 0.5

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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

1. Name and Addre Martocci Gin	, ,	Person*		uer Name <b>and</b> Ticke z <u>T BANK CO</u>	0	,	(Check	tionship of Reportin all applicable) Director Officer (give title	10% (		
(Last) 350 PARK AVE	(First) NUE	(Middle)		te of Earliest Transa 1/2022	action (Month/	Day/Year)	X	below) below) Executive Vice President			
(Street) NEW YORK (City)	NY (State)	10022 (Zip)	4. lf /	Amendment, Date of	Original Filed	(Month/Day/Year)	6. Indiv Line) X	idual or Joint/Group Form filed by One Form filed by Mor Person	e Reporting Pers	on	
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned   1. Title of Security (Instr. 3) 2. Transaction 2A. Deemed 3. 4. Securities Acquired (A) or 5. Amount of 6. Ownership 7. Nature of											
Date				Execution Date, if any (Month/Day/Year)	Transaction Code (Instr. 8)	Disposed Of (D) (Instr. 3, 4		Securities Beneficially Owned Following	Form: Direct (D) or Indirect (I) (Instr. 4)	Indirect Beneficial Ownership (Instr. 4)	

		(Month/Day/Year)	8)					Owned Following Reported	(I) (Instr. 4)	Ownership (Instr. 4)	L	
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(IIISU. 4)		
Common Stock	01/31/2022		A <sup>(1)</sup>		1,095	<b>A</b> <sup>(1)</sup>	<b>\$0.00</b> <sup>(2)</sup>	18,006.54	D			
Common Stock	01/31/2022		<b>F</b> <sup>(3)</sup>		370	D	\$169.38	17,636.54	D			
Common Stock								1,846	Ι	By 401(k) Plan <sup>(4)</sup>		
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### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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		6. Date Exerc Expiration Da (Month/Day/Y	ate	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				
Option (right to buy)	\$169.38	01/31/2022		A		4,551		(5)	01/30/2032	Common Stock	4,551	\$0.00 <sup>(6)</sup>	4,551	D	
Phantom Common Stock Units	(7)							(7)	(7)	Common Stock	(7)		357	I	Supplemental 401(k) Plan <sup>(4)</sup>

#### Explanation of Responses:

1. Shares issued pursuant to vesting of performance-based restricted stock units, which were granted to the reporting person on January 31, 2019, under the 2009 M&T Bank Corporation Equity Incentive Compensation Plan and vested upon achievement of performance goals for the applicable performance period.

2. The performance-based restricted stock units were granted under an equity incentive compensation plan maintained by M&T Bank Corporation, and therefore the reporting person paid no price for the performance-based restricted stock units.

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

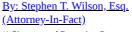
4. The information presented is as of December 31, 2021.

5. The option granted includes a total of 4,551 shares. 1,517 of the shares are exercisable on or after January 31, 2023; an additional 1,517 of the shares are exercisable on or after January 31, 2024; and the remaining 1,517 shares are exercisable on or after January 31, 2025.

6. The option was granted under an equity incentive compensation plan maintained by M&T Bank Corporation, and therefore the reporting person paid no price for the option.

7. 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:**



\*\* Signature of Reporting Person

Date

02/02/2022

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

 $\ast$  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.

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