

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

**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

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

1. Name and Address of Reporting Person* <b>JONES RENE F</b>			2. Issuer Name and Ticker or Trading Symbol <b>M&amp;T BANK CORP [ MTB ]</b>			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) <b>Chairman of the Board and CEO</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>01/28/2022</b>			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		
<b>ONE M&amp;T PLAZA</b>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street)	<b>BUFFALO NY</b>	<b>14203-2399</b>						
(City)	(State)	(Zip)						

**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	12/22/2021		G	V	2,000	D	\$0.00 <sup>(1)</sup>	67,468.79	D	
Common Stock	12/29/2021		G	V	388	D	\$0.00 <sup>(1)</sup>	67,080.79	D	
Common Stock	01/28/2022		A <sup>(2)</sup>		4,278	A <sup>(2)</sup>	\$0.00 <sup>(3)</sup>	71,358.79	D	
Common Stock	01/28/2022		F <sup>(4)</sup>		1,442	D	\$172.07	69,916.79	D	
Common Stock	12/29/2021		G	V	194	A	\$0.00 <sup>(5)</sup>	195.0787 <sup>(6)</sup>	I	By Daughter <sup>(7)</sup>
Common Stock	12/29/2021		G	V	194	A	\$0.00 <sup>(5)</sup>	195.0787 <sup>(6)</sup>	I	By Daughter <sup>(7)</sup>
Common Stock								5,322	I	By 401(k) Plan <sup>(8)</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. 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					
Phantom Common Stock Units	(9)							(9)	(9)	Common Stock	(9)	874	I	Supplemental 401 (k) Plan <sup>(8)</sup>

**Explanation of Responses:**

- The reported transaction involves a transfer of securities by gift for which no consideration was received by the reporting person.
- Shares issued pursuant to vesting of performance-based restricted stock units, which were granted to the reporting person on January 29, 2021, under the 2019 M&T Bank Corporation Equity Incentive Compensation Plan and vested upon achievement of performance goals for the applicable performance period.
- 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.
- Shares withheld for taxes upon the settlement in shares of the performance-based restricted stock units previously granted to the reporting person.
- The reported transaction involves a transfer of securities by gift for which no consideration was paid.
- Includes fractional shares credited for the period between January 1, 2021 and December 31, 2021 through participation in the M&T Bank Corporation Dividend Reinvestment Plan.
- These shares are owned by the daughter of the reporting person through a custodial account under the Uniform Gifts to Minors Act for which the reporting person is custodian.
- The information presented is as of December 31, 2021.
- 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: Stephen T. Wilson, Esq. 02/01/2022  
(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.

