FORM 4

obligations may continue. See

Instruction 1(b)

Check this box if no longer subject to Section 16. Form 4 or Form 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP
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OMB APPROVAL OMB Number: Estimated average burden hours per response: 0.5

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 Address of Reporting Person* SPYCHALA MICHAEL R					2. Issuer Name and Ticker or Trading Symbol M&T BANK CORP [MTB]									Check	Director		10% (Owner
(Last) (First) (Middle) ONE M&T PLAZA					3. Date of Earliest Transaction (Month/Day/Year) 01/27/2012									X	below)		below	
		14203-2399 (Zip)				4. If Amendment, Date of Original Filed (Month/Day/Year)												
	Tabl	le I - No	n-Deriv	ative	Se	curitie	s Ac	quired	, Dis	posed o	f, or	r Ben	efic	ially	Owne	ed		
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)							Securi Benefi Owner	ities icially d Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
								Code	v	Amount	(A) or D)	Pric	e	Transa	action(s)		(Instr. 4)
Stock			01/27	/2012	1			A ⁽¹⁾		67.22		A ⁽¹⁾	\$0.	00 ⁽²⁾	32	,151.02	D	
Common Stock				01/27/2012				F ⁽³⁾		401		D	\$80.11		31,750.02		D	
Common Stock				01/30/2012						614		D	\$79.88		31,136.02		D	
Stock															1,7	33.6108	I	By Son ⁽⁵⁾
Common Stock															1,7	33.6108	I	By Daughter
Common Stock														1,184		I	401(k) Plan ⁽⁶⁾	
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)																		
2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	Execution if any	tion Date, Transa Code (of Deriving Security (A) of Disprior (Dispring (Instrument)	rative rities ired r osed)	Expiration (Month/I	on Dat Day/Ye	e aar)	Amount or Number		nstr. 3	Deri Seci	vative urity	derivative Securities Beneficially Owned Following Reported	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
	(Final Action of Conversion of Exercise Price of Derivative	(First) (Carried of Conversion or Exercise Price of Derivative (Month/Day/Year)	(First) (Middle) &T PLAZA LO NY 14203-23 (State) (Zip) Table I - No Security (Instr. 3) Stock Stock Stock Stock Stock Stock Table II - Conversion or Exercise Price of Derivative (Month/Day/Year)	(First) (Middle) RT PLAZA (State) (Zip) Table I - Non-Deriv Security (Instr. 3) Stock 01/27 Stock 01/27 Stock 01/30 Stock 01/30 Stock 12 Stock 13 Stock 14 Stock 15 Stock 16 Stock 17 Stock 17	Male	HALA MICHAEL R (First) (Middle) 3. Date of O1/27/2 4. If Ame (State) (Zip) Table I - Non-Derivative Se Security (Instr. 3) Stock O1/27/2012 Stock O1/27/2012 Stock O1/27/2012 Stock Stock Table II - Derivative Security (e.g., puts, calls of Execution Date, if any (Month/Day/Year) (Month/Day/Year) 2. Transaction Date (e.g., puts, calls of Execution Date, if any (Month/Day/Year) (Month/Day/Year) A. Transaction Code (Instr. 8)	M&T BAN	M&T BANK CC (First) (Middle) (First) (Middle) 3. Date of Earliest Trans 01/27/2012 4. If Amendment, Date of Execution Date (Month/Day/Year) Security (Instr. 3) 2. Transaction Date (Month/Day/Year) Stock 01/27/2012 Stock 01/27/2012 Stock 12. Conversion or Exercise Price of Derivative Securities Acquired (Month/Day/Year) 2. Conversion or Exercise (Month/Day/Year) 2. Conversion or Exercise (Month/Day/Year) 2. Conversion or Exercise Price of Derivative Security 3. Transaction Date (Month/Day/Year) 3. Transaction Date (e.g., puts, calls, warrants, and of Operivative Securities Acquired (A) or Opisposed of (D) (Instr. 3, 4 and 5)	M&T BANK CORP M&T BANK CORP M&T PLAZA	M&T BANK CORP MTE	M&T BANK CORP [MTB] M&T BANK CORP [MTB] M&T BANK CORP [MTB]	M&T BANK CORP [MTB] M&T BANK CORP [MTB]	(First) (Middle) (First) (Middle) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Benefic of Stock 01/27/2012 2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) Stock 01/27/2012 A(1) 67.22 A(1) Stock 01/27/2012 A(1) 67.22 A(1) Stock 01/30/2012 F(4) 614 D Stock Stock Table II - Derivative Securities Acquired, Disposed of, or Benefic Gode (Instr. S) Stock Table II - Derivative Securities Acquired, Disposed of, or Benefic Gode (Instr. S) Stock Table II - Derivative Securities Acquired, Disposed of, or Benefic Gode (Instr. S) Stock Table II - Derivative Securities Acquired, Disposed of, or Benefic Gode (Instr. S) Stock Table II - Derivative Securities Acquired, Disposed of, or Benefic Gode (Instr. S) Stock Table II - Derivative Securities Acquired, Disposed of, or Benefic Gode (Instr. S) Stock Table II - Derivative Securities Acquired, Disposed of, or Benefic Gode (Instr. S) Stock Table II - Derivative Securities Acquired, Disposed of, or Benefic Gode (Instr. S) Stock Table II - Derivative Securities Acquired (A) or Disposed of, or Benefic Gode (Instr. S) Stock Table II - Derivative Securities Acquired (A) or Disposed Of, or Benefic Gode (Instr. S) Stock Table II - Derivative Securities Acquired (A) or Disposed Of, or Benefic Gode (Instr. S) Stock Table II - Derivative Securities Acquired (A) or Disposed Of, or Benefic Gode (Instr. S) Stock Table II - Derivative Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) Stock Table II - Derivative Security (Instr. 3, 4 and 5) Stock Table II - Derivative Security (Instr. 3, 4 and 5)	M&T BANK CORP [MTB] M&T BANK CORP [MTB]	M&T BANK CORP [MTB] M&T	M&T BANK CORP MTB	M&T BANK CORP MTB	M&T BANK CORP MTB

Explanation of Responses:

- 1. The reported transaction involves an award of fully vested restricted stock issued under the M&T Bank Corporation 2009 Equity Incentive Compensation Plan. The stock represents a portion of the reporting person's salary and may be subject to restrictions on transfer. For more information, please see the Current Report on Form 8-K filed by M&T Bank Corporation on January 25, 2011.
- 2. The restricted stock was granted under an equity incentive compensation plan maintained by M&T Bank Corporation, and therefore the reporting person paid no price for the restricted stock.
- 3. The reported transaction includes shares withheld for taxes upon the settlement in shares of restricted stock units previously granted to the reporting person and also includes shares withheld for taxes in connection with the filer's stock salary award.
- 4. Shares withheld for taxes upon the settlement in shares of restricted stock units previously granted to the reporting person.
- 5. These shares are owned by the son of the reporting person under the Uniform Transfers to Minors Act for which the reporting person is custodian.
- 6. The information presented is as of December 30, 2011.

Remarks:

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

01/31/2012

** 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.

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