

OMB APPROVAL	
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**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

1. Name and Address of Reporting Person* <b>WALTERS KIRK W</b>  (Last) (First) (Middle) <b>ONE M&amp;T PLAZA</b>  (Street) <b>BUFFALO NY 14203</b>  (City) (State) (Zip)	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 Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <b>03/13/2024</b>	
	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 <input type="checkbox"/> Form filed by More than One Reporting Person
Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.		

**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	03/13/2024		M		18,184	A	\$125.85	24,551	D	
Common Stock	03/13/2024		M		10,661	A	\$123.44	35,212	D	
Common Stock	03/13/2024		S		28,845	D	\$145	6,367	D	
Common Stock								8	I	By 401(k) <sup>(1)</sup>
Common Stock								4,688	I	By Lacey & Sadie, LLC
Common Stock								30,091	I	By Gus & Bonnie, LLC
Series H Perpetual Non-Cumulative Preferred Stock								40,000	I	By Gus & Bonnie, LLC

**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						Title
Option (right to buy)	\$125.85	03/13/2024		M			18,184	(2)	07/01/2024	Common Stock	18,184	\$0.00 <sup>(3)</sup>	0	D	
Option (right to buy)	\$123.44	03/13/2024		M			10,661	(2)	07/01/2024	Common Stock	10,661	\$0.00 <sup>(3)</sup>	0	D	

**Explanation of Responses:**

- The information presented is as of February 14, 2024.
- Currently exercisable.
- The option was granted under an employee stock option plan maintained by People's United Financial, Inc. ("People's United") and was converted into a stock option to acquire M&T Bank Corporation ("M&T") common stock pursuant to the Agreement and Plan of Merger by M&T, Bridge Merger Corp and People's United. The reporting person paid no price for the option.

**Remarks:**

By: Stephen T. Wilson, Esq. 03/15/2024  
 (Attorney-In-Fact)

\*\* Signature of Reporting Person Date

\* 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.**