FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

TEMENT OF	CHANGES	IN RENEEICIA	I OWNEDS

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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*					2. Issuer Name and Ticker or Trading Symbol M&T BANK CORP [MTB]									5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
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(Last)	(E	rst)	(Middle)		3. [3. Date of Earliest Transaction (Month/Day/Year) 01/29/2010								Λ	belov	/)		below)	
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ONE M	&T PLAZA																		
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(City)	(S	tate)	(Zip)												1 0100	,,,,			
		Tab	le I - No	n-Deri	vativ	e Se	curiti	ies Ad	cquired,	Dis	posed	of, or B	enefi	cially	Owne	d			
1. Title of	Security (Ins	tr. 3)		2. Trans	saction	ction 2A. Deemed			3.	3. 4. Securities Acquired (A)					or 5. Amount of			wnership	7. Nature
Dat			Date	- 0/	Ex		Execution Date,		Transaction		Disposed Of (D) (Instr. 3, 4			Securi		Form	Form: Direct	of Indirect	
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C					0/2010	2010		. (3)	A ⁽³⁾		1.356 ⁽⁴⁾ A ⁽³⁾		0.00(5)	3) 4 205 464(2)			_		
Common Stock 01/29/3					9/2010	2010		A(S)		1,350	O(4) A(³⁾ \$(J.00 ⁽³⁾	00 ⁽⁵⁾ 4,205.161 ⁽²⁾			D		
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1. Title of	2.	3. Transaction	3A. Deeme	Date,	4. Transa				6. Date Exe		ble and				Price of	9. Number o		10.	11. Nature of
Derivative Security	Conversion or Exercise	ercise (Month/Day/Year)	if any		Code (Expiration (Month/Day		r)	Amount of Securities			Derivative Security	Securities		Ownership Form:	Indirect Beneficial	
(Instr. 3)	Price of		(Month/Da	y/Year)	8)		Securities `		(,, , , , , , ,	,	Underlying		(In	str. 5)	Beneficially		Direct (D)	Ownership
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Security					Disposed			(Instr. 3 and 4)			iu 4)			Reported	- [`	1			
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Phantom Common												Common							Supplementa
Stock	(6)								(6)		(6)	Stock	(6)			68		I	401(k) Plan ⁽⁷⁾
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Explanation of Responses:

- 1. Shares withheld for taxes upon the vesting of restricted stock previously granted to the reporting person.
- 2. Includes 72.3258 shares acquired between January 1, 2009 and January 4, 2010 through the reporting person's participation in a dividend reinvestment plan meeting the requirements of Rule 16a-11.
- 3. The reported transaction involves an award of restricted stock under the M&T Bank Corporation 2009 Equity Incentive Compensation Plan.
- 4. The restricted stock award includes a total of 1,356 shares. 135 shares of the restricted stock award will vest on January 29, 2011; an additional 271 shares will vest on January 29, 2012; an additional 407 shares will vest on January 29, 2013; and the remaining 543 shares will vest on January 29, 2014.
- 5. The restricted stock was granted under an incentive compensation plan maintained by M&T Bank Corporation, and therefore the reporting person paid no price for the shares.
- 6. 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.
- 7. The information presented is as of December 31, 2009.

Remarks:

By: Brian R. Yoshida, Esq. 02/02/2010 (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.