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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported):

November 21, 2006

**M&T Bank Corporation**

(Exact name of registrant as specified in its charter)

New York

1-9861

16-0968385

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(I.R.S. Employer  
Identification No.)

One M&T Plaza, Buffalo, New York

14203

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

(716) 842-5445

Not Applicable

Former name or former address, if changed since last report

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

M&T Bank Corporation ("M&T") announced today that Robert E. Sadler, Jr. notified M&T and M&T Bank, the principal bank subsidiary of M&T, on November 21, 2006 of his intention to retire as President and Chief Executive Officer of M&T and M&T Bank, effective January 1, 2007. In connection therewith, Mr. Sadler, 61, was appointed a Vice Chairman of M&T and M&T Bank, effective January 1, 2007, and will remain a director of M&T and M&T Bank.

Robert G. Wilmers, Chairman of M&T and M&T Bank, was appointed Chief Executive Officer of M&T and M&T Bank, effective January 1, 2007. Mr. Wilmers, 72, previously held the positions of Chief Executive Officer of M&T and M&T Bank from 1983 until 2005.

Mark J. Czarnecki, Executive Vice President of M&T and M&T Bank, was appointed President of M&T and M&T Bank and was elected to the Boards of Directors of M&T and M&T Bank, effective January 1, 2007. Mr. Czarnecki, 51, an Executive Vice President of M&T since 1999 and an Executive Vice President of M&T Bank since 1997, has been responsible for M&T Bank's retail banking, trust, investment and insurance businesses.

Michael P. Pinto, Executive Vice President of M&T and Chairman and Chief Executive Officer of M&T Bank's Mid-Atlantic Division, as well as a director of M&T and M&T Bank, was appointed a Vice Chairman of M&T, effective January 1, 2007, in addition to being a Vice Chairman of M&T Bank. Prior to 2005 when he became Chairman and Chief Executive Officer of M&T Bank's Mid-Atlantic Division, Mr. Pinto, 50, was Executive Vice President and Chief Financial Officer of M&T since 1997 and M&T Bank since 1996.

The Boards of Directors of M&T and M&T Bank approved these appointments yesterday during a joint meeting.

The public announcement regarding these appointments was made by means of a news release, the text of which is set forth in Exhibit 99 to this Form 8-K and which is incorporated herein by reference in its entirety.

**Item 9.01 Financial Statements and Exhibits.**

(c) Exhibits

Exhibit 99 - News Release dated November 22, 2006. Filed herewith.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

M&T Bank Corporation

November 22, 2006

By: */s/ Mark W. Yonkman*

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*Name: Mark W. Yonkman*

*Title: Senior Vice President and General Counsel*

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Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
99	News Release dated November 22, 2006.

**For Immediate Release**  
November 22, 2006

**Media Contact:**

Chet Bridger  
716-842-5182

**Investor Relations:**

Don MacLeod  
716-842-5462

**Sadler to Retire as President and CEO of M&T**

***Wilmers Named CEO;  
Czarnecki Promoted to President, Pinto Appointed Vice Chairman***

BUFFALO, NY — M&T Bank Corporation (“M&T”)(NYSE:MTB) announced that Robert E. Sadler, Jr. is retiring at the end of 2006 as CEO and President of M&T and its primary banking subsidiary, M&T Bank, and will remain at the bank as a Vice Chairman of both organizations.

Mark J. Czarnecki has been named President of M&T and M&T Bank, and has been appointed to the boards of M&T and M&T Bank, and Michael P. Pinto has been named a Vice Chairman of M&T.

Robert G. Wilmers, Chairman, has been named CEO of M&T and M&T Bank to provide additional continuity as Czarnecki and Pinto transition into their new roles.

These appointments, approved yesterday by the Boards of Directors of M&T and M&T Bank, become effective on January 1, 2007.

“This was a very personal decision for me,” said Sadler, age 61. “After 23 years of guiding and developing M&T into what it is today, I realized that with the breadth of ability and depth of experience on our Management Group, I was free to make my choice to retire as CEO and President,” Sadler continued. “With a combined total of more than 50 years of experience at M&T, Mark Czarnecki and Mike Pinto are more than ready to assume greater operational responsibilities.”

Czarnecki, 51, began his career with M&T Bank in 1977, and was named Executive Vice President in 1997. He leads M&T’s retail banking, investment and insurance businesses.

Czarnecki will continue to oversee the bank’s retail operations and will now assume responsibility for all staff functions.

Pinto, 50, joined M&T Bank in 1985, and was appointed Executive Vice President and Chief Financial Officer in 1996. In 2003, he was elected to the boards of M&T and M&T Bank, and was appointed vice chairman of M&T Bank. He was named Chairman and CEO of M&T Bank’s Mid-Atlantic Division in 2005. In addition to his Mid-Atlantic duties, Pinto will oversee the bank’s entire commercial banking line of business, as well as Treasury and Credit Administration.

“Bob Sadler made a personal decision, and I support him fully,” Wilmers said. “Bob has been with me at M&T since 1983 and his talent and hard work were integral in building one of the nation’s most respected regional banks. He contributed to our disciplined approach toward mergers and acquisitions, our community banking structure and a credit culture that is respected industry wide. We’re happy that he will remain a part of the M&T family.”

“Moving forward, our shareholders, employees and customers will see continuity in M&T’s overall vision as Mark Czarnecki and Mike Pinto take the next logical steps in their careers. They have been integral to M&T’s growth into one of the top twenty commercial banks headquartered in the U.S. with more than \$56 billion in assets, more than 650 branches, more than 13,000 employees – and one of the best performing stocks in the industry. They share our commitment to creating shareholder value, to our community banking model, to consistent lending standards and to a disciplined acquisition strategy,” Wilmers concluded.

Sadler will remain a member of the boards of directors of both M&T and M&T Bank. Wilmers remains Chairman of M&T and M&T Bank.

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