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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):

June 27, 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 Principal Officers; Election of Directors; Appointment of Principal Officers.**

M&T Bank, the principal bank subsidiary of M&T Bank Corporation ("M&T"), announced today that Emerson L. Brumback notified M&T and M&T Bank on June 27, 2006 of his intention to retire in mid-2007. In connection therewith, Mr. Brumback relinquished his titles as President and Chief Operating Officer of M&T Bank and resigned as a director of M&T and M&T Bank, effective June 30, 2006. Mr. Brumback will advise M&T's senior management on issues of strategic importance until his retirement in mid-2007.

Robert E. Sadler, Jr., President and Chief Executive Officer of M&T and Chief Executive Officer of M&T Bank, was appointed President of M&T Bank, effective June 30, 2006.

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 June 28, 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.

June 28, 2006

M&T Bank Corporation

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 June 28, 2006

Investor Contact:

Donald J. MacLeod  
(716) 842-5138

FOR IMMEDIATE RELEASE  
Wednesday, June 28, 2006

Media Contact:

C. Michael Zabel  
(716) 842-5385

**BRUMBACK TO RETIRE AS PRESIDENT OF M&T BANK**

BUFFALO, NY — M&T Bank announced today that Emerson L. Brumback plans to retire in mid-2007. Brumback will step back from his day-to-day duties this year, and will advise M&T's senior management on issues of strategic importance until next year. He will relinquish the titles of President and Chief Operating Officer and resign from the boards of M&T Bank Corporation (NYSE: MTB) ("M&T") and M&T Bank, effective June 30, 2006.

Brumback's responsibilities will be assumed by M&T Bank's Chief Executive Officer, Robert E. Sadler, Jr., and other members of the bank's executive management.

"Among his many important contributions, Emerson transformed our retail banking business, creating a robust, multi-channel network that successfully integrates both our customer service and our sales cultures," said Sadler. "With the bank's growth and expansion through acquisitions, Emerson was the architect who developed our community banking structure, which makes us responsive and flexible in our local markets, and also provides unity and consistency across the bank's footprint."

Brumback, 54, joined M&T Bank as an Executive Vice President in 1997 from Bank One Corporation. He was named President and Chief Operating Officer of M&T Bank in 2003, when he was also elected to the Boards of Directors of M&T and M&T Bank.

M&T Bank is the principal bank subsidiary of M&T, one of the 20 largest commercial bank holding companies in the U.S., with over \$55 billion in assets and more than 655 banking offices in New York, Pennsylvania, Maryland, Delaware, Virginia, West Virginia and the District of Columbia.

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