SEC Form 4	
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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to
Section 16. Form 4 or Form 5
obligations may continue. See
Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL										
OMB Number: 3235-										
Estimated average burden										
hours ner resnonse.	0.5									

1. Name and Address of Reporting Person* WILMERS ROBERT G			2. Issuer Name and Ticker or Trading Symbol <u>M&T BANK CORP</u> [MTB]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
<u>WILWERS</u>	RUBERI	<u>u</u>		X	Director	10% Owner				
(Last) (First) (Middle)		(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/06/2006	x	Officer (give title below)	Other (specify below)				
ONE M&T PLAZA			02/00/2000		Chairman of the Board					
, (Street)			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indi Line)	vidual or Joint/Group Fili	ng (Check Applicable				
BUFFALO	NY	14203-2399		X	Form filed by One Re	porting Person				
(City)	(State)	(Zip)	-		Form filed by More th Person	an One Reporting				

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 Disposed Of	Acquired (D) (Instr	l (A) or . 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Common Stock	02/06/2006		S		2,200	D	\$106.63	3,299,163	D	
Common Stock	02/06/2006		S		3,200	D	\$106.64	3,295,963	D	
Common Stock	02/06/2006		S		100	D	\$106.65	3,295,863	D	
Common Stock	02/06/2006		S		100	D	\$106.66	3,295,763	D	
Common Stock	02/06/2006		S		100	D	\$106.67	3,295,663	D	
Common Stock	02/06/2006		S		600	D	\$106.68	3,295,063	D	
Common Stock	02/06/2006		S		500	D	\$106.7	3,294,563	D	
Common Stock	02/06/2006		S		500	D	\$106.71	3,294,063	D	
Common Stock	02/06/2006		S		100	D	\$106.72	3,293,963	D	
Common Stock	02/06/2006		S		100	D	\$106.75	3,293,863	D	
Common Stock	02/06/2006		S		400	D	\$106.76	3,293,463	D	
Common Stock	02/06/2006		S		300	D	\$106.77	3,293,163	D ⁽¹⁾⁽²⁾	
Common Stock								40,153	I	By 401(k) Plan ⁽³⁾
Common Stock								214,540	I	GRAT #5 ⁽⁴⁾
Common Stock								224,766	I	GRAT #6 ⁽⁴⁾
Common Stock								400,000	I	See footnote ⁽⁵
Common Stock								93,683	Ι	See footnote ⁽⁶
Common Stock								182,380	I	See footnote ⁽⁷
Common Stock								158,207	I	See footnote ⁽⁸
Common Stock								66,770	Ι	See footnote ⁽⁹

(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 Ta Date (Month/Day/Year)	Heffe frenderiva Execution Date, if any (e.g., p -(Month/Day/Year)	utsdeq	ecuri iction iasis,	the Sur of Secur Acqu (A) or Dispo of (D) (Instr and 5	rities ired osed . 3, 4	is		₩₩,₩₩₩,₩₩₩₩₩₩₩₩₩₩₩₩₩₩₩₩₩₩₩₩₩₩₩₩₩₩₩₩₩₩		Source and the 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)
											Amount or				
1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transa Code (ction Instr.	5. Nu of Deriv		6. Date Exerc Date Expiration Da (Month/Day/Y	isable and Expiration Date ear)	7. Title Amour Securit	Number and t of Shares ies	8. Price of Derivative Security	9. Number of derivative Securities	10. Ownership Form:	11. Nature of Indirect Beneficial
	Price of of Respons Derivative		(Month/Day/Year)	8)	Deckel	Secu Acqu	ired	a (f) halar a) th	s St. Simon C	Underly Derivat	ive	(Instr. 5)	Beneficially Owned		Ownership (Instr. 4)

2. (Please note that footnote (2) is a continuation of footnote (1).) The holdings of and transactions in the Common Stock of M&T Bank Common for the West Ferry Foundation, the Roche Foundation, the St. Simon Charitable Foundation, the Interlaken Foundation and each GRAT are reported in the reporting person?s individual Form 4 reportion reliance on the Commission staff?s position in D?Ancona & Pflaum (February 18, 1992). Separate reports therefore are not filed on behalf of the West Ferry Foundation, the Roche Foundation, the St. Shutthet Foundation, the Interlaken Foundation or either GRAT. Date Expiration of formation of formation of formation of formation of the St. Shares

3. The information presented is as of December 31, 2005.

4. The indicated shares are held by Grantor Retained Annuity Trusts No's. 5 and 6, respectively, under indentures dated July 23, 1993 (individually, a "GRAT" and collectively, the "GRATs"). The reporting person is a trustee of each GRAT and holds sole voting and dispositive power over the shares held by the GRATs.

5. The indicated shares are held by a limited liability company of which the reporting person is the sole member.

6. The indicated shares are held by the Roche Foundation, a Delaware not-for-profit, non-stock corporation in which the reporting person has no pecuniary interest. The reporting person is the sole director and president of the Roche Foundation and holds sole voting and dispositive power over the shares held by it.

7. The indicated shares are held by the West Ferry Foundation, a charitable trust in which the reporting person has no pecuniary interest. The reporting person is the trustee of the West Ferry Foundation and holds sole voting and dispositive power over the shares held by it.

8. The indicated shares are held by the St. Simon Charitable Foundation, a Delaware not-for-profit, non-stock corporation in which the reporting person has no pecuniary interest. The reporting person is a director and President of the St. Simon Charitable Foundation and holds voting and dispositive power over the shares held by it.

9. The indicated shares are held by the Interlaken Foundation, a Delaware not-for-profit, non-stock corporation in which the reporting person has no pecuniary interest. The reporting person is a director and President of the Interlaken Foundation and holds voting and dispositive power over the shares held by it.

Remarks:

This is the second of two Form 4 filings by the reporting person to report the reporting person's transactions that occurred on February 6, 2006. Multiple Form 4 filings are required due to SEC system limitations that do not allow more than 30 transactions to be reported in Table I.

<u>By: Brian R. Yoshida, Esq.</u> (<u>Attorney-In-Fact)</u>

02/08/2006

Date

** Signature of Reporting Person

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.