

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

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>WILMERS ROBERT G</u> _____ (Last) (First) (Middle) <u>ONE M&T PLAZA</u> _____ (Street) <u>BUFFALO NY 14203-2399</u> _____ (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>M&T BANK CORP [MTB]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chairman of the Board</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/06/2006</u>	
	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

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	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	I	See footnote ⁽⁶⁾
Common Stock								182,380	I	See footnote ⁽⁷⁾
Common Stock								158,207	I	See footnote ⁽⁸⁾
Common Stock								66,770	I	See footnote ⁽⁹⁾

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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