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
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hours per response: 0.5

1. Name and Address of Reporting Person* BRUMBACK EMERSON L					er Name and Ticke [BANK CO]				(Chec	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
										Director	10% C				
(Last) (First) (Middle)				3. Date of Earliest Transaction (Month/Day/Year)							Officer (give title below)	Other below	(specify		
ONE M&T PLAZA				11/23/2005							Executive Vice President				
(Street)				4. If Amendment, Date of Original Filed (Month/Day/Year)							6. Individual or Joint/Group Filing (Check Applicable Line)				
BUFFALO	BUFFALO NY 14203-2399								X	Form filed by One Reporting Person					
(City)	(State)	(Zip)									Form filed by More than One Reporting Person				
	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned														
	· (Imate 2)		2. Transaction		2A. Deemed	3.	, 013	4. Securities		-	5. Amount of	6. Ownership	7. Nature of		
			Date (Month/Day/Y		Execution Date, if any (Month/Day/Year)	5. Transaction Code (Instr. 8)		Disposed Of			Securities Beneficially Owned Following	(I) (Instr. 4)	Indirect Beneficial Ownership		
						Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)		
Common Stock			11/23/200	05		М		34,348	A	\$65.8	54,128	D			
Common Stock 1				05		М		14,000	Α	\$75.8	68,128	D			

Common Stock11/32/005SSIIISSS	Common Stock	11/23/2005	M	14,000	A	\$75.8	68,128		
Common Stock11/23/2005ISII,600D\$110.265.82.8DICommon Stock11/23/2005ISII000ISSISSISSSSSSISSSISSSSSSISSSSSISSS </td <td>Common Stock</td> <td>11/23/2005</td> <td>S</td> <td>300</td> <td>D</td> <td>\$110.18</td> <td>67,828</td> <td>D</td> <td></td>	Common Stock	11/23/2005	S	300	D	\$110.18	67,828	D	
Common Stock11/23/2005ISIIISSISSS	Common Stock	11/23/2005	S	400	D	\$110.19	67,428	D	
Common Stock11/23/2005III	Common Stock	11/23/2005	S	1,600	D	\$110.2	65,828	D	
Common Stock11/23/2005113131011/236.5.28810Common Stock11/23/2005151100105110.26.6.28810Common Stock11/23/2005151100105110.26.6.28810Common Stock11/23/20051511001056.4.288101Common Stock11/23/20051513510.26.4.288101Common Stock11/23/20051515105510.26.4.288101Common Stock11/23/2005151510555511	Common Stock	11/23/2005	S	100	D	\$110.21	65,728	D	
Common Stock11/23/2005SSSMS10.2S10.24S65.288DCommon Stock11/23/2005SS1100DS110.25S64.928DSCommon Stock11/23/2005SS1300DS110.25S64.928DSCommon Stock11/23/2005SS1300DS110.25S64.928DSCommon Stock11/23/2005SS1S00DS110.25S64.928DSCommon Stock11/23/2005SS1S00DS110.25S64.928DSCommon Stock11/23/2005SS1S00DS110.25S64.928DSCommon Stock11/23/2005ISS <t< td=""><td>Common Stock</td><td>11/23/2005</td><td>S</td><td>100</td><td>D</td><td>\$110.22</td><td>65,628</td><td>D</td><td></td></t<>	Common Stock	11/23/2005	S	100	D	\$110.22	65,628	D	
Common Stock11/23/2005Image: sector of the sector of	Common Stock	11/23/2005	S	300	D	\$110.23	65,328	D	
Common Stock11/23/2005SI100DS10.2064,828DCommon Stock11/23/2005SS300D\$110.2064,528DICommon Stock11/23/2005SSDS10.2064,528DICommon Stock11/23/2005SSD\$110.2064,528DDICommon Stock11/23/2005SSDS110.2063,828DDICommon Stock11/23/2005SSDS110.3063,528DDICommon Stock11/23/2005SSDS110.3063,128DDICommon Stock11/23/2005SSDS110.3061,528DDICommon Stock11/23/2005SSDS110.30S110.30S63,228DDICommon Stock11/23/2005SSJ3000DS110.30S64,228DDICommon Stock11/23/2005SSJ3000DS110.30S64,228DDICommon Stock11/23/2005SSJJJS110.30S64,228DDICommon Stock11/23/2005SSJJJS110.41S4,228DDICommon Stock11/23/2005SSJJDS110.41S4,228DDICommon Stock11/23/2005SSJ	Common Stock	11/23/2005	S	300	D	\$110.24	65,028	D	
Common Stock11/23/2005is <th< td=""><td>Common Stock</td><td>11/23/2005</td><td>S</td><td>100</td><td>D</td><td>\$110.25</td><td>64,928</td><td>D</td><td></td></th<>	Common Stock	11/23/2005	S	100	D	\$110.25	64,928	D	
Common Stock 11/23/2005 S	Common Stock	11/23/2005	S	100	D	\$110.26	64,828	D	
Common Stock11/23/2005ISS22000555563,828D1Common Stock11/23/2005SSS300D\$110.363,528DD50Common Stock11/23/2005SSV4000D\$110.363,128DD50Common Stock11/23/2005ISV1000D\$110.3462,128DD50Common Stock11/23/2005ISV6000D\$110.3561,528DD50Common Stock11/23/2005ISV3,000D\$110.3758,528DD50Common Stock11/23/2005ISV3,000D\$110.3758,528DD505Common Stock11/23/2005ISV3,000D\$110.3758,528DD50505050510\$110.3758,528DD51050105050510\$110.3758,528DD51051051051051051051051051051051051051051051051051051051010105 <td>Common Stock</td> <td>11/23/2005</td> <td>S</td> <td>300</td> <td>D</td> <td>\$110.27</td> <td>64,528</td> <td>D</td> <td></td>	Common Stock	11/23/2005	S	300	D	\$110.27	64,528	D	
Common StockInt/23/2000Int/23/2000SSS300D\$110.3Ga5,288DInterpretereeCommon Stock11/23/200511/23/2005SS4D\$110.33Ga1,288DDInterpretereeCommon Stock11/23/2005InterpretereeSSInterpretereeSSS <t< td=""><td>Common Stock</td><td>11/23/2005</td><td>S</td><td>500</td><td>D</td><td>\$110.28</td><td>64,028</td><td>D</td><td></td></t<>	Common Stock	11/23/2005	S	500	D	\$110.28	64,028	D	
Common Stock11/23/2005ISS4400D\$110.336G3,128DACommon Stock11/23/2005SSI1,000D\$110.346G1,228DICommon Stock11/23/2005ISV6000D\$110.356G1,528DICommon Stock11/23/2005ISV3,000D\$110.3758,528DICommon Stock11/23/2005ISV3,400D\$110.3858,228DICommon Stock11/23/2005ISV3,400D\$110.3758,528DICommon Stock11/23/2005ISVSSSSSSSICommon Stock11/23/2005ISVSSS<	Common Stock	11/23/2005	S	200	D	\$110.29	63,828	D	
Common Stock11/23/2005III	Common Stock	11/23/2005	S	300	D	\$110.3	63,528	D	
Common Stock11/23/2005Image: sector of the sector of	Common Stock	11/23/2005	S	400	D	\$110.33	63,128	D	
Common Stock11/23/2005SSSSSSSSSSSSDSCommon Stock11/23/200511/23/2005SSSSSSDSSSDSSDSSDSSDSSDSDSSSDSDSSSDSDSSSSDSSDSSSDSSDSSSSDSSSSSDSSSDSSDSSSDSSDSSSSSSDSSSSSSDSS<	Common Stock	11/23/2005	S	1,000	D	\$110.34	62,128	D	
Common Stock11/23/2005SS300D\$110.3858,228DCommon Stock11/23/2005SS3,400D\$110.3954,828DCommon Stock11/23/2005SS6000D\$110.4154,228DDCommon Stock11/23/2005SSZ774D\$110.4153,454DDCommon Stock11/23/2005SSZ774D\$110.4153,454DDCommon Stock11/23/2005SSZ7700D\$110.4252,754DDCommon Stock11/23/2005SSZ6000D\$110.4452,554DDCommon Stock11/23/2005SSZ6000D\$110.4551,954DDCommon Stock11/23/2005SSZ4000D\$110.4551,554DDCommon Stock11/23/2005SSZ4000D\$110.4551,554DDCommon Stock11/23/2005SSZ4000D\$110.4551,554DDCommon Stock11/23/2005SSZ4000D\$110.4551,154DDCommon Stock11/23/2005SSZ4000D\$110.4550,154DDCommon Stock11/23/2005SSZ4000D\$10.4850,154DDCommon Stock11/23/2005S <td< td=""><td>Common Stock</td><td>11/23/2005</td><td>S</td><td>600</td><td>D</td><td>\$110.36</td><td>61,528</td><td>D</td><td></td></td<>	Common Stock	11/23/2005	S	600	D	\$110.36	61,528	D	
Common Stock 11/23/2005 S S 3,400 D \$11.039 54,828 D Common Stock 11/23/2005 S S 600 D \$110.43 54,828 D Common Stock 11/23/2005 S S 600 D \$110.43 54,828 D Common Stock 11/23/2005 S S 774 D \$110.41 53,454 D Common Stock 11/23/2005 S S 774 D \$110.41 53,454 D Common Stock 11/23/2005 S S 7700 D \$110.42 52,754 DD Common Stock 11/23/2005 S S 2000 D \$110.44 52,554 DD Common Stock 11/23/2005 S S 6000 D \$110.45 51,954 DD Common Stock 11/23/2005 S 4000 D \$110.47 51,154 DD Common Stock 11/23/2005	Common Stock	11/23/2005	S	3,000	D	\$110.37	58,528	D	
Common Stock11/23/2005ISS600D\$11.0454,228DCommon Stock11/23/200511/23/2005SS774D\$11.0453,454D1Common Stock11/23/2005ISSV7000D\$11.0452,554D1Common Stock11/23/2005ISSV2000D\$11.0452,554DICommon Stock11/23/2005ISSV6000D\$11.0452,554DDICommon Stock11/23/2005ISSV6000D\$11.0451,954DDICommon Stock11/23/2005ISSV4000D\$11.0451,554DDICommon Stock11/23/2005ISSV4000D\$11.0451,154DDICommon Stock11/23/2005ISSVI1000D\$11.0451,154DDICommon Stock11/23/2005ISSIII	Common Stock	11/23/2005	S	300	D	\$110.38	58,228	D	
Common Stock11/23/2005SS774D\$110.4153,454DCommon Stock11/23/200511/23/2005SS700D\$110.4252,754DCommon Stock11/23/2005SSS200D\$110.4352,554DDCommon Stock11/23/2005SSS600D\$110.4551,954DDCommon Stock11/23/2005SSS600D\$110.4551,954DDCommon Stock11/23/2005SSS4400D\$110.4551,554DDCommon Stock11/23/2005SSS4400D\$110.4551,154DDCommon Stock11/23/2005SSS1400D\$110.4551,154DDCommon Stock11/23/2005SSS1400D\$110.4551,154DDCommon Stock11/23/2005SSS4000D\$110.4550,154DDCommon Stock11/23/2005SSSS1,000D\$110.4550,154DDCommon Stock11/23/2005SSSSSSSSSSSSSSSSSSSSSSSSSSSSSSSSS<	Common Stock	11/23/2005	S	3,400	D	\$110.39	54,828	D	
Common Stock11/23/2005sss700D\$110.4252,754DCommon Stock11/23/200511/23/2005sss200D\$110.4352,554DDCommon Stock11/23/200511/23/2005ssss600D\$110.4551,954DDCommon Stock11/23/200511/23/2005sss400D\$110.4551,554DDCommon Stock11/23/200511/23/2005sss400D\$110.4551,154DDCommon Stock11/23/2005ssss1400D\$110.4551,154DDCommon Stock11/23/2005ssss1400D\$110.4551,154DDCommon Stock11/23/2005sssss1400D\$110.4551,154DDCommon Stock11/23/2005ss <td>Common Stock</td> <td>11/23/2005</td> <td>S</td> <td>600</td> <td>D</td> <td>\$110.4</td> <td>54,228</td> <td>D</td> <td></td>	Common Stock	11/23/2005	S	600	D	\$110.4	54,228	D	
Common Stock11/23/2005sI200D\$110.4452,554DCommon Stock11/23/2005sss600D\$110.4551,954DCommon Stock11/23/2005sss400D\$110.4551,954DDCommon Stock11/23/2005sss400D\$110.4551,554DDCommon Stock11/23/2005ssss400D\$110.4551,154DDCommon Stock11/23/2005ssss1,000D\$110.4850,154DD	Common Stock	11/23/2005	S	774	D	\$110.41	53,454	D	
Common Stock 11/23/2005 s s 600 D \$110.45 51,954 D Common Stock 11/23/2005 11/23/2005 s s 400 D \$110.45 51,954 D Common Stock 11/23/2005 s s 400 D \$110.45 51,954 D Common Stock 11/23/2005 s s s 400 D \$110.45 51,954 D Common Stock 11/23/2005 s s s 400 D \$110.45 51,154 D	Common Stock	11/23/2005	S	700	D	\$110.42	52,754	D	
Common Stock 11/23/2005 S S 400 D \$110.46 51,554 D Common Stock 11/23/2005 S S 400 D \$110.47 51,154 D Common Stock 11/23/2005 S S Image: Simple S	Common Stock	11/23/2005	S	200	D	\$110.44	52,554	D	
Common Stock 11/23/2005 S S 400 D \$110.47 51,154 D Common Stock 11/23/2005 S S 400 D \$110.47 51,154 D	Common Stock	11/23/2005	S	600	D	\$110.45	51,954	D	
Common Stock 11/23/2005 S S 1,000 D \$110.48 50,154 D	Common Stock	11/23/2005	S	400	D	\$110.46	51,554	D	
	Common Stock	11/23/2005	S	400	D	\$110.47	51,154	D	
Common Stock 11/23/2005 S 300 D \$110.49 49,854 D	Common Stock	11/23/2005	S	1,000	D	\$110.48	50,154	D	
	Common Stock	11/23/2005	S	300	D	\$110.49	49,854	D	

	Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (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 Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transa Code (8)				6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative 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)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Option (right to buy)	\$65.8	11/23/2005		М			34,348	(1)	01/16/2011	Common Stock	34,348	(2)	0	D	
Option (right to buy)	\$75.8	11/23/2005		М			14,000	(3)	01/15/2012	Common Stock	14,000	(2)	26,000	D	
Option (right to buy)	\$68.31	11/25/2005		М			9,132	(1)	02/20/2011	Common Stock	9,132	(2)	0	D	
Option (right to buy)	\$75.8	11/25/2005		М			10,000	(3)	01/15/2012	Common Stock	10,000	(2)	16,000	D	
Option (right to buy)	\$91.75	11/25/2005		М			6,494	(4)	01/20/2014	Common Stock	6,494	(2)	56,271	D	
Phantom Common Stock Units	(5)							(5)	(5)	Common Stock	(5)		5	Ι	Supplemental 401(k) Plan ⁽⁶⁾

Explanation of Responses:

1. Currently exercisable

2. The option was granted under an employee stock option plan maintained by M&T Bank Corporation, and therefore the reporting person paid no price for the option.

3. The option included a total of 40,000 shares. 24,000 of the covered shares are currently exercisable; and the remaining 16,000 covered shares are exercisable on or after January 15, 2006.

4. The option included a total of 64,943 shares. 6,494 of the covered shares are currently exercisable; 12,988 of the covered shares are exercisable on or after January 20, 2006; an additional 19,483 of the covered shares are exercisable on or after January 20, 2007; and the remaining 25,978 covered shares are exercisable on or after January 20, 2008.

5. The reported phantom common stock units were held by the reporting person in an excess benefit plan account maintained by M&T Bank Corporation and represented a like number of shares of M&T Bank Corporation common stock. The phantom common stock units were settled in cash and distributed in accordance with the terms of the plan. The reported phantom common stock units also included units acquired through the dividend reinvestment feature of the plan.

6. The information presented is as of September 30, 2005.

Remarks:

This is the first of four Form 4 filings by the reporting person to report the reporting person's transactions that occurred on November 23 and November 25, 2005. Multiple Form 4 filings are required due to the SEC system limitations that do not allow more than 30 transactions to be reported in Table I.

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

** Signature of Reporting Person

11/28/2005

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.