FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Washington, D.C. 20549

isnington, D.C. 20	7343	

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

Name and Address of Reporting Person* CZARNECKI MARK J						2. Issuer Name and Ticker or Trading Symbol M&T BANK CORP [MTB]								5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
<u>CZAR</u>	NECKIN	IARK J			1						J				Direc	tor	10% (Owner	
-					-									X	Office	er (give title	Other	(specify	
(14)	(E:		(A 4: -1 -11 -)		3. [3. Date of Earliest Transaction (Month/Day/Year)								_ A	below)		below)`	
(Last)	(FI	rst)	(Middle)			01/13/2012								President					
ONE M8	&T PLAZA				01/	10,-										1165	ident		
					- 4. li	f Ame	ndmen	it. Date	of Origina	Filed	d (Month/[Day/Year)		6. Indi	vidual or	Joint/Group	Filing (Check A	pplicable	
(Street)											,			Line)		•	• .		
BUFFAI	LO N	Y	14203-23	99										X	X Form filed by One Reporting Person				
DOTTI	10	•	1 1200 20	.55											Form filed by More than One Reporting				
					-										Perso		tnan One Rep	orting	
(City)	(S	tate)	(Zip)												reisi)II			
(-1-5)			(
		Tab	le I - No	n-Deri	vativ	e Se	curiti	ies Ad	cquired	Dis	posed	of, or B	enefi	cially	Owne	d			
1 Title of 9	Security (Inst	tr 3)		2. Trans	action	1 2	A. Dee	med	3.		4. Secui	rities Acqui	red (A)	or	5. Amo	unt of	6. Ownership	7. Nature	
Date			Date		Execution D			, Transa	Transaction Dis		ed Of (D) (In			Securi	ties	Form: Direct	of Indirect		
				(Month/	Day/Yea		if any		Code (ur) 8)	Instr.				Benefi			D) or Indirect	Beneficial	
						(M		Month/Day/Year)						Own Repo		l Following	(I) (Instr. 4)	Ownership (Instr. 4)	
									Code	l _v	Amount	, (A) c	or Dr	ice	Transa	ction(s)		(111311.4)	
									Code	Ľ	Amount	r (D) Pri		ice	(Instr. 3 and 4)				
Common Stock 01/13/					2/2017	2012			A ⁽¹⁾		490.4	46 A ⁽¹⁾	1) 0	$0.00^{(2)}$	100	169.36	D		
Common Stock U1/13/				3/2012	1012		A\ /		430.4	40 A	.(1) \$0.0 (0 ⁽²⁾ 100,468.36		D				
Common Stock 01/13/2					3/2012	2012		F	F		216 D		82.34	100	,252.36	D			
Common Stock 01/13/												210 B \$			54 100,232.30				
		-	Гable II -	Deriva	ative	Seci	uritie	s Acc	uired. I	Disn	osed o	f, or Bei	nefici	ally (wned				
												tible sec							
1. Title of	2.	3. Transaction	3A. Deem	od	4.		E Nu	ımbor	6 Data Ev	roica	hlo and	7. Title an	d		Price of	9. Number o	f 10.	11. Nature of	
Derivative	Conversion	Date	Execution if any	n Date,	Transa	ction	5. Number			Date Exercisable and xpiration Date		Amount of			rivative	derivative	Ownership		
Security	or Exercise				Code (e (Instr. Derivative		ative	(Month/Day/Year)			Securities		Se	Security	Securities	Form:	Beneficial	
(Instr. 3) Price of (Month/Day/Year) 8) Derivative Security					8)	Securities Acquired (A) or Disposed					Underlying			str. 5)	Beneficially Owned Following	Direct (D)	Ownership		
										Derivative Secur (Instr. 3 and 4)							or Indirect (I) (Instr. 4)	(Instr. 4)	
Security								iu 4)						Reported	(1) (111341. 4)				
					of (D)			of (D)						Transaction(s)	(s)	1			
	(Instr. 3, 4												(Instr. 4)						
				Į.	and 5)						_								
							1	1 1					Amou	ınt					
							1	1 1					or						
									Date	-	xpiration		Numb of	er					
					Code	٧	(A)	(D)	Exercisab		ate	Title	Share	s					
Phantom																		Supplemental	
Common	(3)								(3)		(3)	Common	(3)			79	T	401(k)	
Stock Units	''											Stock	'			"		Plan ⁽⁴⁾	
OHHS																			

Explanation of Responses:

- 1. The reported transaction involves an award of fully vested restricted stock issued under the M&T Bank Corporation 2009 Equity Incentive Compensation Plan. The stock represents a portion of the reporting person's salary and may be subject to restrictions on transfer. For more information, please see the Current Report on Form 8-K filed by M&T Bank Corporation on January 25, 2011.
- 2. The restricted stock was granted under an equity incentive compensation plan maintained by M&T Bank Corporation, and therefore the reporting person paid no price for the restricted stock.
- 3. The reported phantom common stock units are held by the reporting person in an excess benefit plan account maintained by M&T Bank Corporation and represent a like number of shares of M&T Bank Corporation common stock. The phantom common stock units may only be settled in cash upon distribution in accordance with the terms of the plan. The reported phantom common stock units also include units acquired through the dividend reinvestment feature of the plan.
- 4. The information presented is as of December 30, 2011.

Remarks:

By: Brian R. Yoshida, Esq. 01/18/2012 (Attorney-In-Fact)

** 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.

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