

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 |
| Estimated average burden hours per response: | 0.5 |

| | | |
|---|---|--|
| 1. Name and Address of Reporting Person* <u>PEREIRA JORGE G</u> _____ (Last) (First) (Middle) <u>350 PARK AVENUE</u> <u>6TH FLOOR</u> _____ (Street) <u>NEW YORK NY 10022-6022</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>Vice Chairman</u> |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>02/21/2007</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 | 02/22/2007 | | S | | 2,100 | D | \$124.25 | 1,825,900 | I | By One or More Controlled Corporations |
| Common Stock | 02/22/2007 | | S | | 900 | D | \$124.2511 | 1,825,000 | I | By One or More Controlled Corporations |
| Common Stock | 02/22/2007 | | S | | 300 | D | \$124.2567 | 1,824,700 | I | By One or More Controlled Corporations |
| Common Stock | 02/22/2007 | | S | | 900 | D | \$124.26 | 1,823,800 | I | By One or More Controlled Corporations |
| Common Stock | 02/22/2007 | | S | | 400 | D | \$124.27 | 1,823,400 | I | By One or More Controlled Corporations |
| Common Stock | 02/22/2007 | | S | | 1,300 | D | \$124.2769 | 1,822,100 | I | By One or More Controlled Corporations |
| Common Stock | 02/22/2007 | | S | | 700 | D | \$124.36 | 1,821,400 | I | By One or More Controlled Corporations |
| Common Stock | 02/22/2007 | | S | | 300 | D | \$124.39 | 1,821,100 | I | By One or More Controlled Corporations |
| Common Stock | 02/22/2007 | | S | | 200 | D | \$124.4 | 1,820,900 | I | By One or More Controlled Corporations |
| Common Stock | 02/22/2007 | | S | | 300 | D | \$124.41 | 1,820,600 | I | By One or More Controlled Corporations |

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 | 02/22/2007 | | S | | 500 | D | \$124.448 | 1,820,100 | I | By One or More Controlled Corporations |
| Common Stock | 02/22/2007 | | S | | 765 | D | \$124.5304 | 1,819,335 | I | By One or More Controlled Corporations |
| Common Stock | 02/22/2007 | | S | | 200 | D | \$124.57 | 1,819,135 | I | By One or More Controlled Corporations |
| Common Stock | 02/22/2007 | | S | | 335 | D | \$124.627 | 1,818,800 | I | By One or More Controlled Corporations |
| Common Stock | 02/22/2007 | | S | | 1,000 | D | \$124.68 | 1,817,800 | I | By One or More Controlled Corporations |
| Common Stock | 02/22/2007 | | S | | 500 | D | \$124.72 | 1,817,300 | I | By One or More Controlled Corporations |
| Common Stock | 02/22/2007 | | S | | 200 | D | \$124.86 | 1,817,100 | I | By One or More Controlled Corporations |
| Common Stock | 02/22/2007 | | S | | 200 | D | \$124.92 | 1,816,900 | I | By One or More Controlled Corporations |
| Common Stock | 02/22/2007 | | S | | 400 | D | \$124.93 | 1,816,500 | I | By One or More Controlled Corporations |
| Common Stock | 02/22/2007 | | S | | 400 | D | \$125.08 | 1,816,100 | I | By One or More Controlled Corporations |
| Common Stock | 02/22/2007 | | S | | 500 | D | \$125.084 | 1,815,600 | I | By One or More Controlled Corporations |
| Common Stock | 02/22/2007 | | S | | 200 | D | \$125.09 | 1,815,400 | I | By One or More Controlled Corporations |

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. Transaction Code (Instr. 8) | | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | 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 | | | | | |

Explanation of Responses:

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 21, 2007 and February 22, 2007. 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.

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

02/23/2007

** Signature of Reporting Person

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.