FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

C	MB A	APPRO	VAL

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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

Name and Address of Reporting Person* <u>WILMERS ROBERT G</u>			uer Name and Ticke T BANK CO					k all applicable)	ng Person(s) to Issuer		
(Last) (First) ONE M&T PLAZA	(Middle)		e of Earliest Transa 3/2005	ction (N	lonth/l	Day/Year)		X	Officer (give title below) Chairman, Pr	belov	,
(Street) BUFFALO NY (City) (State)	14203-2399 (Zip)	4. If A	mendment, Date of	Origina	l Filed	(Month/Day/Ye	ear)	6. Ind Line)	ividual or Joint/Group Form filed by On Form filed by Mo Person	e Reporting Pers	son
(5.5)	Table I - Non-Deri	untive !	Coourition And	irod	Die	naced of	or Bon	oficially	Owned		
1. Title of Security (Instr. 3)	2. Trans Date		2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transa Code (8)	ction	4. Securities A Disposed Of (Acquired (A) or	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	11/19	/2004		G	v	14,000	D	(1)	3,408,173	D ⁽²⁾⁽³⁾	
Common Stock	12/24	/2004		G	V	69,000	D	(1)	3,339,173	D	
Common Stock	01/18	/2005		M		200,000	A	\$14	3,539,173	D	
Common Stock	01/18	/2005		F		112,846	D	\$101.8	3,426,327	D	
Common Stock	01/19	/2005		S		4,300	D	\$101.65	3,422,027	D	
Common Stock	01/19	/2005		S		100	D	\$101.75	3,421,927	D	
Common Stock	01/20	/2005		S		57,454	D	\$100	3,364,473	D	
Common Stock	01/20	/2005		S		200	D	\$100.01	3,364,273	D	
Common Stock	01/20	/2005		S		2,400	D	\$100.02	3,361,873	D	
Common Stock	01/20	/2005		S		100	D	\$100.04	3,361,773	D	
Common Stock	01/20	/2005		S		1,000	D	\$100.05	3,360,773	D	
Common Stock	01/20	/2005		S		600	D	\$100.06	3,360,173	D	
Common Stock	01/20	/2005		S		13,000	D	\$100.1	3,347,173	D	
Common Stock	01/20	/2005		S		600	D	\$100.13	3,346,573	D	
Common Stock	01/20	/2005		S		400	D	\$100.14	3,346,173	D	
Common Stock	01/20	/2005		S		3,800	D	\$100.2	3,342,373	D	
Common Stock	01/20	/2005		S		1,500	D	\$100.24	3,340,873	D	
Common Stock	01/20	/2005		S		500	D	\$100.28	3,340,373	D	
Common Stock	01/20	/2005		S		1,200	D	\$100.29	3,339,173	D	
Common Stock	01/20	/2005		G	V	110	D	(1)	3,339,063	D	
Common Stock									39,225	I	By 401(k) Plan ⁽⁴⁾
Common Stock									214,540	I	GRAT #5 ⁽⁵⁾
Common Stock									224,766	I	GRAT #6 ⁽⁵⁾
Common Stock									400,000	I	See footnote ⁽⁶⁾
Common Stock									99,333	I	See footnote ⁽⁷⁾
Common Stock	06/25	/2004		G	v	900	D	(1)	190,280	I	See footnote ⁽⁸⁾
Common Stock	11/15	/2004		G	v	1,950	D	(1)	188,330	I	See footnote ⁽⁸⁾

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	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	12/13/2004		G	v	700	D	(1)	187,630	I	See footnote ⁽⁸⁾	
Common Stock	06/25/2004		G	v	4,800	D	(1)	112,507	I	See footnote ⁽⁹⁾	
Common Stock	12/24/2004		G	v	22,000	A	(10)	134,507	I	See footnote ⁽⁹⁾	

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)		Derivative		6. Date Exerc Expiration Da (Month/Day/V	ate	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	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		Transaction(s) (Instr. 4)		
Option (right to buy)	\$14	01/18/2005		М			200,000	(11)	01/18/2005	Common Stock	200,000	(12)	0	D	
Phantom Common Stock Units	(13)							(13)	(13)	Common Stock	(13)		2,963	I	Supplemental 401(k) Plan ⁽⁴⁾

Explanation of Responses:

- 1. The reported transaction involves a transfer of securities by gift for which no payment of consideration was received by the reporting person.
- 2. The GRATs (see (5) below), the West Ferry Foundation (see (8) below), the Roche Foundation (see (7) below), the St. Simon Charitable Foundation (see (9) below), the Interlaken Foundation (see (2) in the reporting person's second of two filings today) and the reporting person are members of a "group," as such term is used in Section 13(d)(3) of the Securities Exchange Act of 1934, as amended, which claims beneficial ownership of more than 5% of the outstanding shares of the Common Stock of M&T Bank Corporation. The reporting person, as a Trustee of the West Ferry Foundation and the GRATs, and as a director and President of each of the Roche Foundation, the St. Simon Charitable Foundation and the Interlaken Foundation previously filed Form 3 reports on behalf of the West Ferry Foundation, the Roche Foundation, the St. Simon Charitable Foundation, the Interlaken Foundation
- 3. (Please note that footnote (3) is a continuation of footnote (2).) The holdings of and transactions in the Common Stock of M&T Bank Corporation 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 report in 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. Simon Charitable Foundation, the Interlaken Foundation or either GRAT.
- 4. The information presented is as of December 31, 2004.
- 5. 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.
- 6. The indicated shares are held by a limited liability company of which the reporting person is the sole member.
- 7. 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.
- 8. 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.
- 9. 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.
- $10. \ The \ reported \ transaction \ involves \ a \ transfer \ of \ securities \ by \ gift \ for \ which \ no \ consideration \ was \ paid.$
- 11. Currently exercisable
- 12. 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.
- 13. 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.

Remarks

This is the first of two Form 4 filings by the reporting person to report the reporting person's transactions that occurred on January 18, 19 and 20, 2005. 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)

01/20/2005

** 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.

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