

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D. C. 20549**

FORM 8-K

CURRENT REPORT

**Pursuant to Section 13 or 15(d) of
the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): September 16, 2009

M&T BANK CORPORATION

(Exact name of registrant as specified in its charter)

New York

(State or other jurisdiction of incorporation)

1-9861

(Commission File Number)

16-0968385

(I.R.S. Employer Identification No.)

One M&T Plaza, Buffalo, New York

(Address of principal executive offices)

14203

(Zip Code)

Registrant's telephone number, including area code: (716) 842-5445

(NOT APPLICABLE)

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instructions A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 7.01. Regulation FD Disclosure.

On September 16, 2009, representatives of M&T Bank Corporation (“M&T”) will deliver a presentation to investors and analysts at the Barclays Capital Global Financial Services Conference in New York City. M&T’s presentation is scheduled to begin at 3:00 p.m. Eastern Time. A copy of this presentation is attached as Exhibit 99.

The information in this Form 8-K, including Exhibit 99 attached hereto, shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934 (the “Exchange Act”), or otherwise subject to the liability of such section, nor shall it be deemed incorporated by reference in any filing of M&T under the Securities Act of 1933 or the Exchange Act, regardless of any general incorporation language in such filing, unless expressly incorporated by specific reference in such filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	
99	M&T Bank Corporation Presentation.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

M&T BANK CORPORATION

Date: September 16, 2009

By: /s/ René F. Jones
René F. Jones
Executive Vice President and
Chief Financial Officer

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EXHIBIT INDEX

Exhibit No.

99

M&T Bank Corporation Presentation. Filed herewith.

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Barclays Capital
2009 Global Financial Services Conference
September 16, 2009

 **M&T Bank Corporation**

Disclaimer

This presentation contains forward looking statements within the meaning of the Private Securities Litigation Reform Act giving the Company's expectations or predictions of future financial or business performance or conditions. Forward-looking statements are typically identified by words such as "believe," "expect," "anticipate," "intend," "target," "estimate," "continue," "positions," "prospects" or "potential," by future conditional verbs such as "will," "would," "should," "could" or "may", or by variations of such words or by similar expressions. These forward-looking statements are subject to numerous assumptions, risks and uncertainties which change over time. Forward-looking statements speak only as of the date they are made and we assume no duty to update forward-looking statements.

In addition to factors previously disclosed in our SEC reports and those identified elsewhere in this presentation, the following factors among others, could cause actual results to differ materially from forward-looking statements or historical performance: ability to obtain regulatory approvals and meet other closing conditions to the merger, including approval by Provident shareholders, on the expected terms and schedule; delay in closing the merger; difficulties and delays in integrating the M&T and Provident businesses or fully realizing cost savings and other benefits; business disruption following the merger; changes in asset quality and credit risk; the inability to sustain revenue and earnings growth; changes in interest rates and capital markets; inflation; customer acceptance of M&T products and services; customer borrowing, repayment, investment and deposit practices; customer disintermediation; the introduction, withdrawal, success and timing of business initiatives; competitive conditions; the inability to realize cost savings or revenues or to implement integration plans and other consequences associated with mergers, acquisitions and divestitures; economic conditions; and the impact, extent and timing of technological changes, capital management activities, and other actions of the Federal Reserve Board and legislative and regulatory actions and reforms.

Annualized, pro forma, projected and estimated numbers are used for illustrative purpose only, are not forecasts and may not reflect actual results.

M&T Bank Corporation – Overview

- Top 20 US-based commercial bank holding company by assets and Top 15 by market cap*
- \$70 billion total assets
- 832 branches in seven states / District of Columbia
 - 92% in NY, PA, MD
 - 7% in VA
- Over 1,900 ATMs across retail bank footprint
- Over 2 million retail customers
- Over 190,000 commercial customers



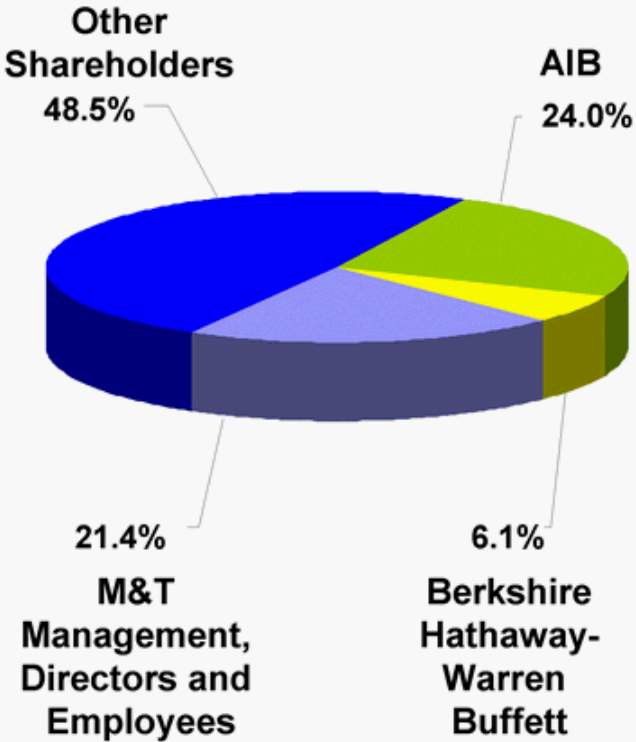
*As of June 30, 2009

M&T's Culture – “Understanding what’s important.”

For more than 150 years, M&T Bank has delivered on our promise of “Understanding what’s important” by building deep, long-lasting relationships with our customers and by investing in our communities.

- Focused on long term shareholder returns
- Conservatively and consistently managed
- Committed to execution at the local level

Focus on Long Term Shareholder Returns



- Management's Interest aligned with Shareholders' Interests
- Over 50% Ownership between AIB, M&T Insiders and Warren Buffett

As of 2/27/09. Includes options & deferred bonus shares.

M&T's Core Foundation is *Stability*...

... However, we are always challenging that stability by bringing in experienced professionals and maintaining a pipeline of new talent through campus recruitment programs

M&T Bank average employee tenure (as of 7/6/09):	9.9 years
▪ M&T Bank average tenure of employees with >1 yr service:	10.9 years
<i>vs.</i>	
US Dept. of Labor financial services industry average tenure:	4.7 years

Management Group average tenure:	21.5 years
Senior Vice President average tenure:	18.4 years
Regional President average tenure:	17.9 years
Branch Manager average tenure:	12.7 years
Commercial RM average tenure:	9.8 years
Teller average tenure:	7.7 years

Advantages of M&T's Community Bank Model

We lend in the markets where we live and work to people and enterprises whom we know

- **Keep decisions close to customer**
 - Regional President represents the face of M&T in the market and helps position M&T as a local bank
 - Allows for flexibility in approach to the market
- **Specific product expertise is structured centrally, but delivered locally**
 - RM brings the resources of a major regional bank to the customer
 - More expansive capabilities than local community banks
- **Ability to quickly respond to strategic priorities of the Bank**
 - Efficient communication vehicle to the sales force and customers, and vice versa
- **Centrally controlled, but regionally managed, risk creation process**
 - Majority of credits approved at various Managers' Loan Committees, consisting of in-market credit deputies and line managers

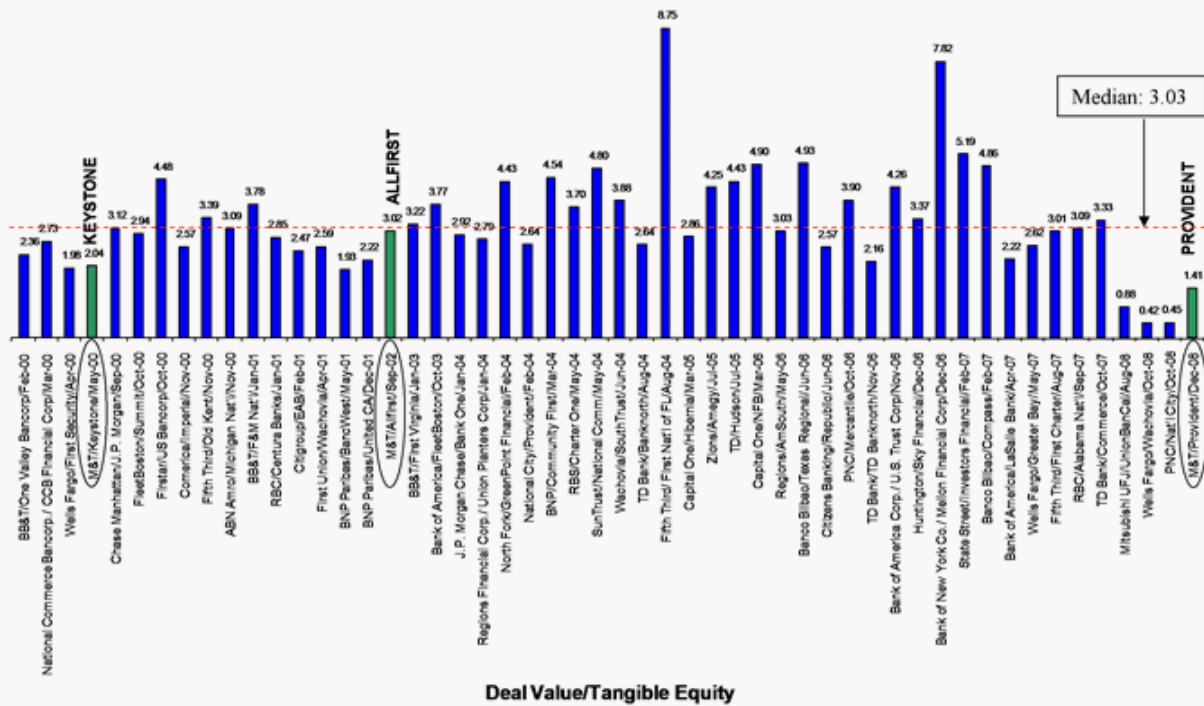


Provident Acquisition:

Growing When and Where it Makes Sense

Bank Acquisitions Since 2000: Deal Value/Tangible Equity

\$1.0 + Billion Bank Only Deals (2000 - 2008)

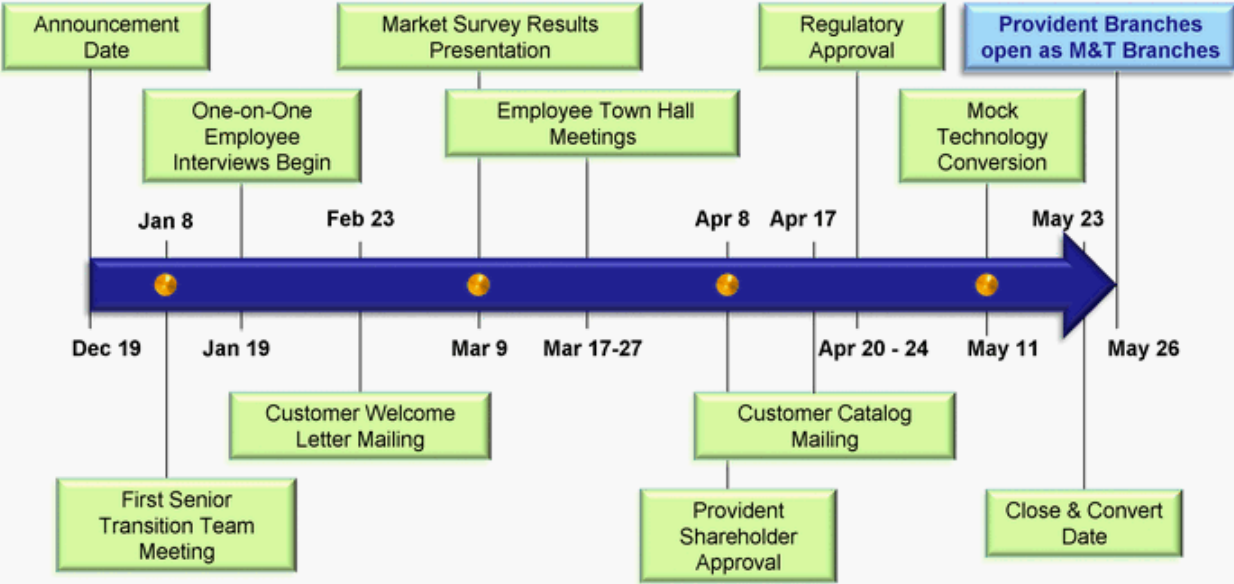


Deal Value at Announcement and Tangible Equity at Most Recent Quarter before Announcement
 Although Provident was less than \$1.0 Billion in Deal Value, it has been included for reference
 Source: SNL Financial



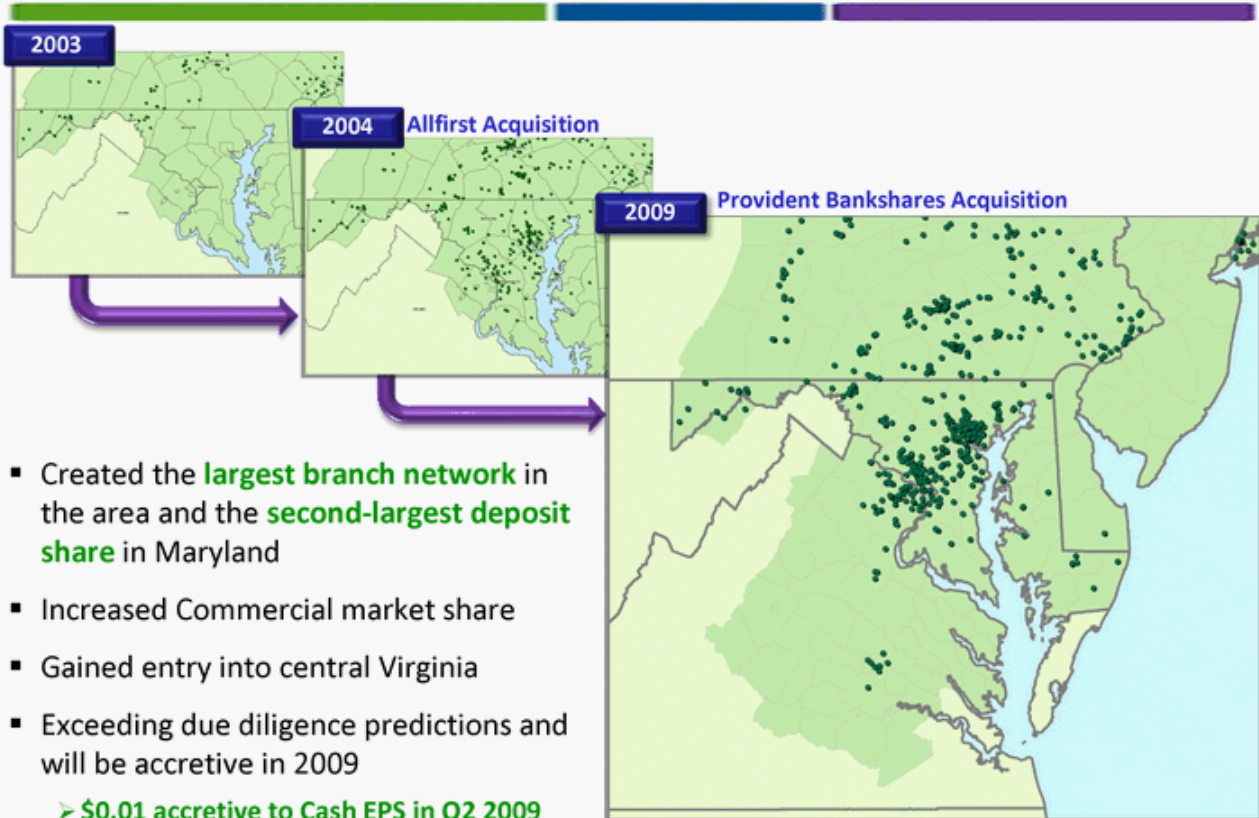
Proven Integration Process

We successfully closed and converted Provident on May 23, 2009



● = Major Milestones

Accelerating Mid-Atlantic growth momentum with the Provident acquisition



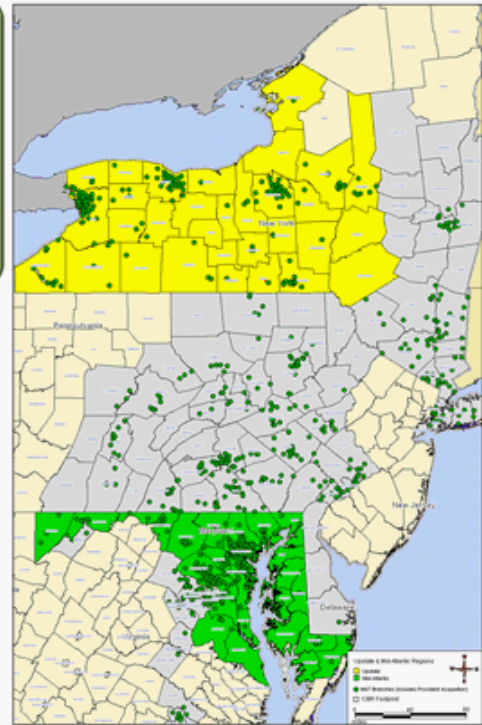
Market Comparison

As a result of the Provident acquisition, M&T now has a similar presence in MD as it does in Upstate New York, with a #1 branch share and #2 deposit share

However, the MD area offers a larger, wealthier and faster growing population with more business opportunities. As a result, M&T has made MD a focal point for future growth prospects

Upstate vs. Maryland

	Upstate ¹	Maryland ²
Total Deposits (FDIC June 30, 2008)	\$ 87.8B	\$ 121.2B
M&T Deposits ³	\$ 15.9B	\$ 11.3B
Rank / Market Share	#2 / 18%	#2 / 9%
Total Branches (FDIC June 30, 2008)	1,864	2,379
M&T Branches ³	208	251
Rank / Branch Share	#1 / 11%	#1 / 11%
Population (2007)	4.6MM	5.8MM
2007-2012 Growth / CAGR	<1M / 0.0% CAGR	284M / 1.1% CAGR
Households	1.8MM	2.2MM
# of D&B Businesses	182M	274M
% BB Target Segment ⁴	39%	48%
SBA Lending Rank (Total \$)	1	1
Middle Market Banking Market Share Rank	1	1



1. Upstate includes WNY, Rochester, Syracuse & Southern CBRs
 2. State of Maryland
 3. M&T Deposits and branch share (incl. Provident) as reported by the FDIC as of June 30, 2008. Provident related consolidations not reflected. Credit Unions included.
 4. Target Segments: Financial Services, Healthcare, High Tech, Light Mfg, Professional Services, Specialty Construction and Wholesale Dist.

Opportunity in the Community Bank Model

	Upstate	Mid-Atlantic	
Consumer Banking			
Total Households	605,501	624,180	
Average Household Tenure*	16.2 years	11.7 years	Opportunity
Product Penetration*:			
Mortgage	10%	2%	
Investment Securities	18%	8%	Opportunity
Home Equity	11%	9%	
Business Banking			
Total Customers	59,323	68,106	
Total Prospects	300,636	532,443	
Market Penetration	19.7%	12.8%	Opportunity
% with 3+ Services	55%	50%	

* Data reflects Western New York vs. Baltimore/Greater Washington regions



H1 2009 Results

Financial Overview

- Profitable in every quarter of the last 33 years
- Expenses were contained
- Deposits continued to grow
- Credit costs held up well on a relative basis
- Successfully closed and converted Provident
- Challenging macroeconomic climate continued
- Experienced weak loan demand

June 2009 YTD Summary

(\$ in millions, except per share data)

	June YTD		Fav/(Unfav) vs. 2008 %	
	2008	2009	MTB	Peer Median
Net Operating Income ¹	\$386	\$176	(54%)	(80%)
Net Operating EPS ¹	\$3.47	\$1.39	(60%)	(123%)
GAAP Net Income	\$362	\$115	(68%)	(84%)
GAAP EPS	\$3.26	\$0.85	(74%)	(124%)

- 10 of 15 peer banks reported losses for the first half of 2009
- M&T is one of only 3 peer banks to report a profit in every quarter of 2006, 2007, 2008 and 2009

1) Excludes merger-related expenses and amortization expense associated with intangible assets. Intangible Amortization net of tax: 2008 YTD = \$21.3MM, 2009 YTD = \$18.6MM. Merger-related expenses net of tax: 2008 YTD = \$2.2MM, 2009 YTD = \$41.8MM.

Key Ratios

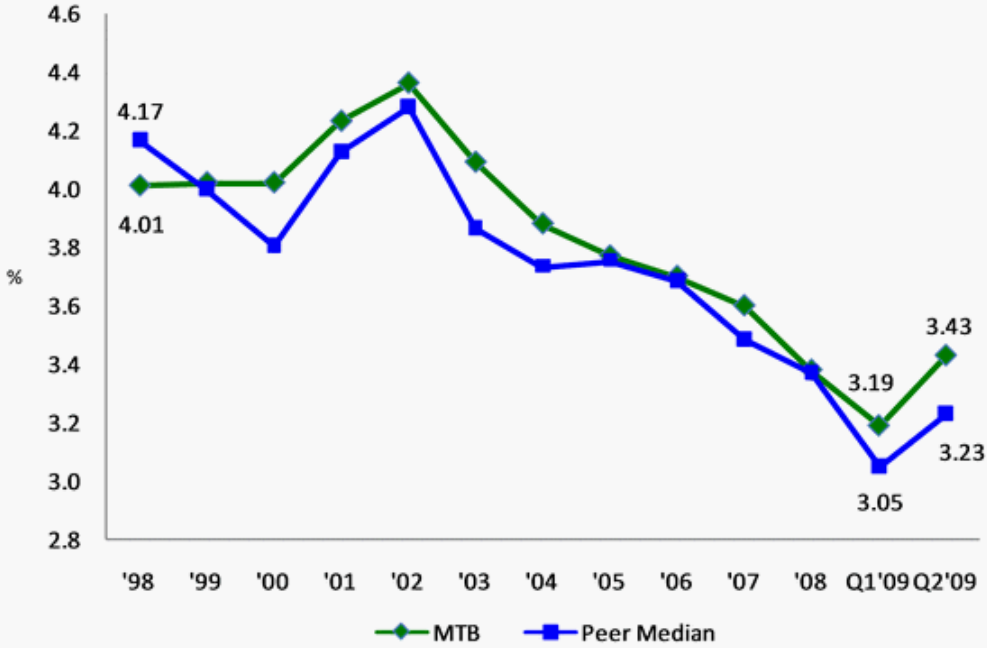
	2006	2007	2008	Q1 2009	Q2 2009
Net Interest Margin	3.70%	3.60%	3.38%	3.19%	3.43%
Return on Assets					
Tangible	1.67%	1.27%	0.97%	0.50%	0.64%
GAAP	1.50%	1.12%	0.85%	0.40%	0.31%
Return on Common Equity					
Tangible	29.55%	22.58%	19.63%	9.36%	12.08%
GAAP	13.89%	10.47%	8.64%	3.61%	2.53%
Efficiency Ratio - Tangible ⁽¹⁾	51.51%	52.77%	54.35%	58.68%	60.03%
Allowance to Loans (As At)	1.51%	1.58%	1.61%	1.73%	1.76%⁽²⁾
Net Charge-Offs to Loans	0.16%	0.26%	0.78%	0.83%	1.09%
Common Equity to Assets - Tangible	5.84%	5.01%	4.59%	4.86%	4.49%
Tier 1 Capital Ratio	7.74%	6.84%	8.83%	8.76%	8.17%
Total Capital Ratio	11.78%	11.18%	12.83%	12.74%	11.87%
Leverage Ratio	7.20%	6.59%	8.35%	8.39%	8.38%

(1) Efficiency Ratio reflects non-interest expense (excluding amortization expense associated with intangible assets, merger-related expenses and other non-recurring expenses) as a percentage of fully taxable equivalent net interest income and non-interest revenues (excluding gains from securities transactions and non-recurring items).

(2) Allowance to legacy M&T loans. Per SFAS No. 141R and SOP 03-3, Provident loans were marked to fair value at acquisition with no related reserves.

Net Interest Margin

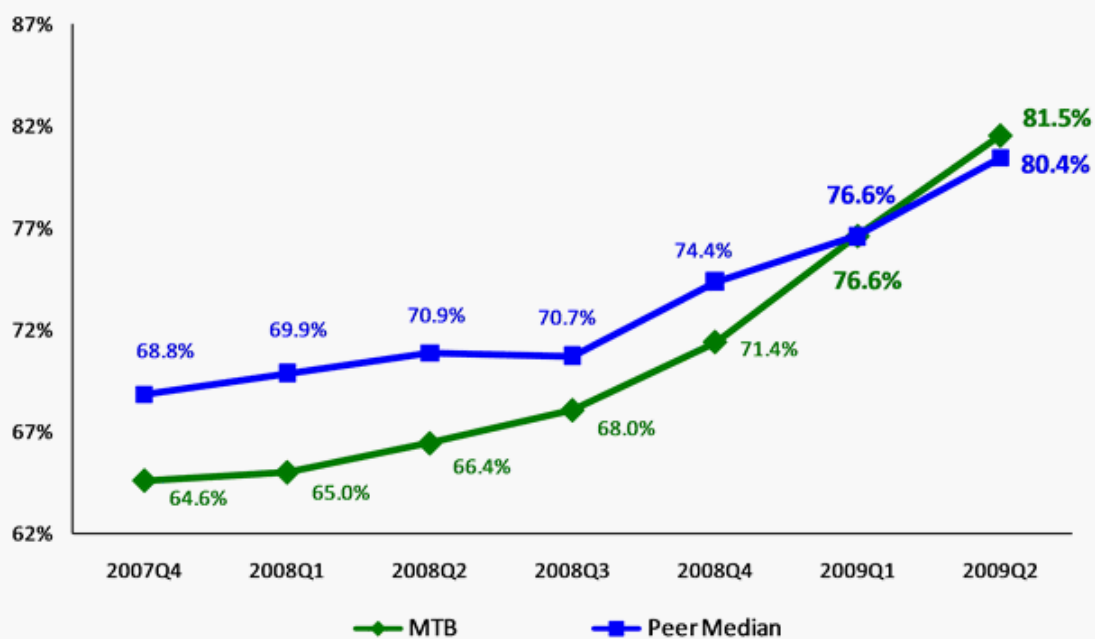
M&T's focus on returns and relationships rather than volumes allows it to maintain a slight advantage over the peer group



Note: Taxable Equivalent net interest margin used for M&T and for peer banks when available.

Core Customer Deposits to Total Loans: MTB vs Peers

M&T is taking deposit share across its footprint

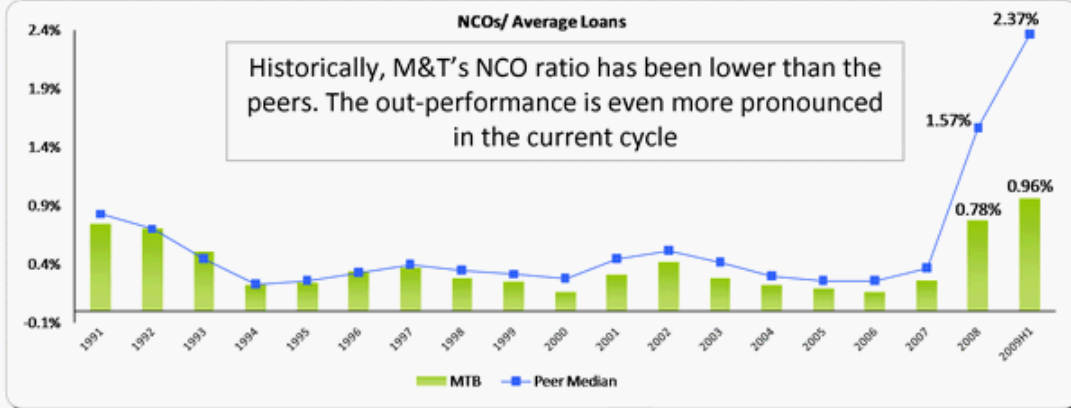
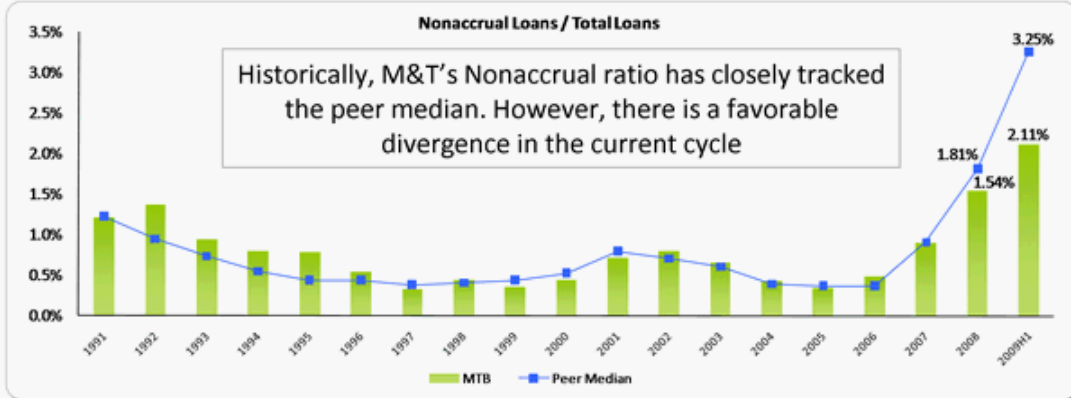


Core Deposits = Total Domestic Deposits less Time Deposits greater than \$100,000, per regulatory filings.
Source: SNL Interactive.



Credit Quality vs. Peer Banks

Historical Credit Cycle: 1991 - Q2 2009



Source: SNL Interactive. FR Y9C data used.

Loan Mix and Credit Quality – June 2009 YTD

M&T's stable geographic footprint and conservative underwriting has resulted in one of the lowest loss rates in most loan categories.....

....and among the lowest overall delinquency rates (pipeline for potential charge-offs)

	Construction & Dev.	Multifamily & CRE	1-4 Fam. First & Junior Lien	HELOC	Credit Card	Other Consumer (excl. CC)	C&I	Total Loans
MTB Loan \$M	5,559	15,058	6,595	5,733	0	5,438	14,331	52,715
Loan Mix %								
MTB	10.5%	28.6%	12.5%	10.9%	0.0%	10.3%	27.2%	
Peer Median	10.3%	19.3%	15.7%	10.9%	0.6%	9.1%	29.6%	
30+ PD %								
MTB	0.9%	0.4%	5.3%	0.4%	NA	1.7%	0.7%	1.3%
MTB Rank	1	1	11	2	NA	6	5	3
Peer Median	4.0%	1.0%	4.4%	1.2%	4.1%	2.0%	1.1%	2.4%
Nonaccrual %								
MTB	6.4%	0.8%	4.1%	0.5%	NA	0.8%	2.1%	2.1%
MTB Rank	2	1	10	7	NA	15	11	4
Peer Median	12.7%	2.7%	2.8%	0.5%	0.0%	0.2%	1.9%	3.3%
NCO Ratio %								
MTB	2.43%	0.03%	1.44%	0.49%	NA	1.76%	1.02%	0.96%
MTB Rank	1	1	7	2	NA	6	2	1
Peer Median	6.33%	0.72%	1.47%	1.41%	7.24%	1.89%	1.63%	2.37%

Source: SNL Interactive. FR Y9C data used.

Commercial Credit Quality vs Peers

Construction & Development Portfolio				
	30+ PD	Nonaccrual /		LTMNCO
	Delinquency	Total Loans		Ratio %
	% of Total	%	%	
Peer 1	8.9	6.6	32.8	14.53
Peer 2	10.3	6.5	15.7	12.76
Peer 3	14.2	3.5	15.5	10.97
Peer 4	28.5	1.7	11.0	7.10
Peer 5	11.2	3.4	12.7	6.45
Peer 6	10.1	5.4	13.1	5.76
Peer 7	18.5	2.7	12.4	5.16
Peer 8	8.7	7.5	12.7	4.97
Peer 9	10.8	2.3	12.9	4.65
Peer 10	5.3	4.0	14.6	3.40
Peer 11	6.8	17.4	12.5	3.15
Peer 12	15.9	1.6	5.9	2.58
Peer 13	3.3	4.4	7.9	2.56
Peer 14	7.3	4.2	17.6	2.53
MTB	10.5	0.9	6.4	2.39
Peer Median	10.3	4.0	12.7	4.97

Multifamily & CRE Portfolio				
	30+ PD	Nonaccrual /		LTMNCO
	Delinquency	Total Loans		Ratio %
	% of Total	%	%	
Peer 1	12.9	2.5	5.2	3.40
Peer 2	24.6	2.0	3.9	1.66
Peer 3	21.2	0.6	5.2	1.61
Peer 4	16.5	2.1	4.1	1.49
Peer 5	24.9	1.5	3.5	1.15
Peer 6	13.6	1.2	2.2	1.02
Peer 7	30.5	0.6	3.6	0.99
Peer 8	14.7	3.8	3.1	0.72
Peer 9	23.6	1.0	1.7	0.62
Peer 10	16.0	0.9	2.1	0.37
Peer 11	11.6	0.9	2.2	0.30
Peer 12	36.6	1.6	2.7	0.29
Peer 13	12.0	1.0	1.4	0.28
Peer 14	19.3	0.7	1.4	0.26
MTB	28.6	0.4	0.8	0.08
Peer Median	19.3	1.0	2.7	0.72

Commercial & Industrial Portfolio				
	30+ PD	Nonaccrual /		LTMNCO
	Delinquency	Total Loans		Ratio %
	% of Total	%	%	
Peer 1	25.1	1.3	2.8	7.37
Peer 2	19.5	1.6	0.8	2.66
Peer 3	20.5	0.9	2.6	2.36
Peer 4	36.1	1.4	1.7	2.16
Peer 5	28.5	0.8	1.4	2.00
Peer 6	44.7	1.8	2.7	1.88
Peer 7	27.5	1.5	2.0	1.72
Peer 8	33.6	0.6	2.8	1.56
Peer 9	34.3	1.1	2.0	1.28
Peer 10	30.2	1.5	1.6	1.22
Peer 11	29.6	0.5	1.9	1.08
Peer 12	33.1	1.2	1.5	1.04
MTB	27.2	0.7	2.1	1.01
Peer 13	20.2	0.6	0.8	0.83
Peer 14	56.3	0.4	1.1	0.81
Peer Median	29.6	1.1	1.9	1.56

- MTB's CRE concentration has remained stable as the industry has ramped up exposure
 - Peers have grown CRE concentrations 3x more than MTB over the last 10 years
- Disciplined credit underwriting with a focus on core credit principals:
 - Long institutional memory with senior management involvement in all large relationships
 - Maintained consistent underwriting standards
 - Did not underwrite to anticipatory values
 - Focused on cash flow

Source: SNL Interactive. FR Y9C data as of June 30, 2009.

Consumer Credit Quality vs Peers

HELOC Portfolio				
	30+ PD Delinquency % of Total	Nonaccrual / Total Loans %	LTMNCO Ratio %	
Peer 1	2.5	3.5	1.6	9.76
Peer 2	12.5	1.4	1.9	3.68
Peer 3	14.0	2.3	0.0	2.27
Peer 4	22.1	2.0	0.1	2.25
Peer 5	12.6	2.0	0.5	2.23
Peer 6	5.7	1.6	1.0	1.72
Peer 7	6.3	1.0	1.0	1.63
Peer 8	5.6	1.2	0.4	1.21
Peer 9	3.6	1.1	0.9	1.21
Peer 10	12.4	1.0	0.6	1.17
Peer 11	8.4	1.1	0.1	0.75
Peer 12	14.3	1.6	0.2	0.70
Peer 13	11.7	0.9	0.9	0.61
MTB	10.9	0.4	0.5	0.42
Peer 14	5.3	0.3	0.3	0.14
Peer Median	10.9	1.2	0.5	1.21

1-4 Family 1st & 2nd Lien Portfolio				
	30+ PD Delinquency % of Total	Nonaccrual / Total Loans %	LTMNCO Ratio %	
Peer 1	18.2	3.4	5.1	3.76
Peer 2	15.3	4.4	2.8	2.85
Peer 3	29.1	4.1	6.6	2.17
Peer 4	25.3	5.3	7.8	1.88
Peer 5	12.0	2.0	4.8	1.84
Peer 6	6.7	3.0	1.9	1.81
MTB	12.5	5.3	4.1	1.41
Peer 7	21.7	10.3	0.8	1.40
Peer 8	10.4	1.6	3.4	1.25
Peer 9	21.0	6.5	6.6	1.16
Peer 10	15.7	3.6	1.1	1.07
Peer 11	5.0	3.0	0.9	0.98
Peer 12	27.5	4.5	2.3	0.95
Peer 13	21.2	11.4	1.8	0.63
Peer 14	15.5	8.9	1.7	0.40
Peer Median	15.7	4.4	2.8	1.40

Other Consumer Portfolio				
	30+ PD Delinquency % of Total	Nonaccrual / Total Loans %	LTMNCO Ratio %	
Peer 1	25.6	7.0	0.5	5.70
Peer 2	1.4	2.4	0.4	4.73
Peer 3	11.6	2.9	0.3	3.48
Peer 4	10.1	3.3	0.4	3.35
Peer 5	10.6	1.5	0.1	2.02
MTB	10.3	1.7	0.8	1.75
Peer 6	0.9	0.7	0.0	1.72
Peer 7	12.0	2.4	0.1	1.65
Peer 8	1.1	1.4	0.7	1.43
Peer 9	9.1	6.2	0.4	1.41
Peer 10	4.3	2.2	0.0	1.37
Peer 11	9.5	2.0	0.0	1.33
Peer 12	7.7	2.0	0.2	1.16
Peer 13	2.8	0.5	0.2	0.89
Peer 14	1.5	1.5	0.2	0.83
Peer Median	9.1	2.0	0.2	1.65

Source: SNL Interactive. FR Y9C data as of June 30, 2009.

Key Points

- M&T's geographies and underwriting are keys to out-performance
 - HPI decline in M&T footprint significantly lower than national average
 - Limited exposure to highly stressed markets of Florida, California, Nevada and Arizona
 - Early intervention in stressed asset classes
 - Reduced originations in 2005 & 2006 of several stressed asset classes in response to unacceptable underwriting standards and pricing (e.g. Commercial Real Estate and Indirect Auto)
- M&T's loss experience has diverged materially from the industry



MTB: A Solid Investment

M&T Bank Corporation... a solid investment

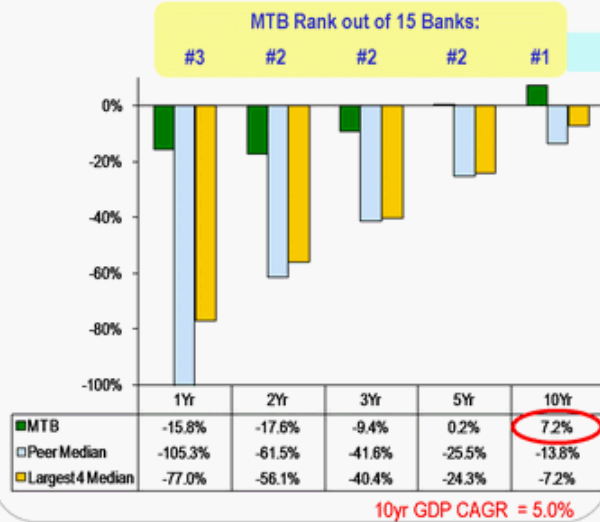
- Nearly **18% annual growth in operating earnings** per share since 1983
- **>16% annualized total return to shareholders** since 1983*
- MTB's stock has **outperformed the Standard & Poor's Bank Index** by 17%, 30% and 89% over the past 3, 5 and 10-year periods, respectively*

*As of August 31, 2009

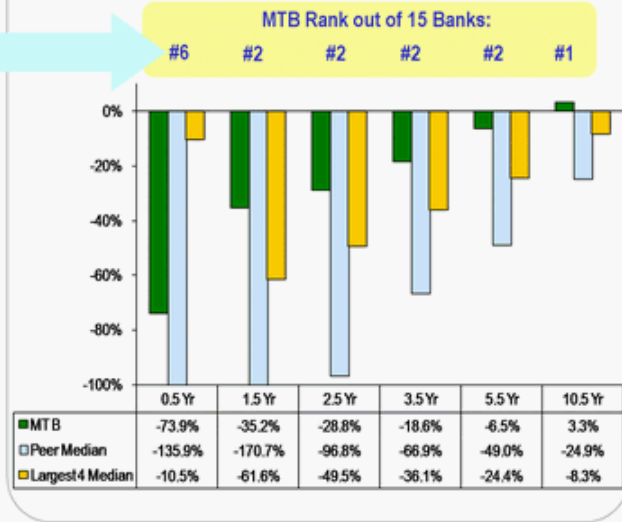
Diluted EPS Growth Versus Peers

M&T's recent performance has moved it into top quartile of performance over the long term

EPS CAGR Through 2008



EPS Growth Through June 2009



Note: FITB's June 2009 YTD earnings are adjusted to exclude the gain on sale of its processing business.
Source: SNL Interactive, Bureau of Economic Analysis (GDP).

M&T Bank Corporation... a solid investment

Of the largest 100 banks operating in 1983, only 25 remain today

Among the remaining, M&T ranks 2nd highest in stock price growth

Rank	Company Name	Ticker	Closing Price at		Stock Return CAGR (%)
			8/31/2009 (\$)	3/31/1983 (\$) ¹	
1	State Street Corporation	STT	52.48	1.06	15.9
2	M&T Bank Corporation	MTB	61.76	1.34	15.6
3	Northern Trust Corporation	NTRS	58.46	1.51	14.8
4	U.S. Bancorp	USB	22.62	0.92	12.9
5	Wells Fargo & Company	WFC	27.52	1.18	12.7
25			—	—	2.9
Median			—	—	7.9
MTB Price @ Median Growth Rate			9.96	1.34	7.9

¹ 1983 Stock Prices Source: Compustat and/or Bigcharts.com



Appendix

Reconciliation of GAAP and Non-GAAP Results of Operation

	<u>2006</u>	<u>2007</u>	<u>2008</u>	<u>1Q08</u>	<u>2Q08</u>	<u>1H08</u>	<u>1Q09</u>	<u>2Q09</u>	<u>1H09</u>
Net Income									
\$'s in millions									
Net income	\$839.2	\$654.3	\$555.9	\$202.2	\$160.3	\$362.5	\$64.2	\$51.2	\$115.4
Intangible amortization, net of tax	38.5	40.5	40.5	11.2	10.1	21.3	9.3	9.2	18.6
Merger-related expenses, net of tax	3.0	9.1	2.2	2.2	-	2.2	1.5	40.4	41.8
Net operating income	<u>\$880.7</u>	<u>\$703.8</u>	<u>\$598.6</u>	<u>\$215.6</u>	<u>\$170.4</u>	<u>\$386.0</u>	<u>\$75.0</u>	<u>\$100.8</u>	<u>\$175.8</u>
Earnings Per Share									
Diluted earnings per share	\$7.37	\$5.95	\$5.01	\$1.82	\$1.44	\$3.26	\$0.49	\$0.36	\$0.85
Intangible amortization, net of tax	0.33	0.37	0.36	0.10	0.09	0.19	0.09	0.08	0.17
Merger-related expenses, net of tax	0.03	0.08	0.02	0.02	-	0.02	0.01	0.35	0.37
Diluted net operating earnings per share	<u>\$7.73</u>	<u>\$6.40</u>	<u>\$5.39</u>	<u>\$1.94</u>	<u>\$1.53</u>	<u>\$3.47</u>	<u>\$0.59</u>	<u>\$0.79</u>	<u>\$1.39</u>
Efficiency Ratio									
\$'s in millions									
Non-interest expenses	\$1,551.7	\$1,627.7	\$1,727.0	\$425.7	\$419.7	\$845.4	\$438.3	\$563.7	\$1,002.1
less: intangible amortization	63.0	66.5	66.6	18.5	16.6	35.1	15.4	15.2	30.6
less: merger-related expenses	5.0	14.9	3.5	3.5	-	3.5	2.4	66.5	68.9
Adjusted net operating expenses	<u>\$1,483.7</u>	<u>\$1,546.3</u>	<u>\$1,656.8</u>	<u>\$403.7</u>	<u>\$403.1</u>	<u>\$806.8</u>	<u>\$420.6</u>	<u>\$482.0</u>	<u>\$902.6</u>
Adjusted T.E. revenues*	\$2,880.5	\$2,930.2	\$3,048.4	\$763.8	\$769.1	\$1,532.9	\$716.7	\$802.9	\$1,519.6
Net operating efficiency ratio	51.5%	52.8%	54.4%	52.9%	52.4%	52.6%	58.7%	60.0%	59.4%

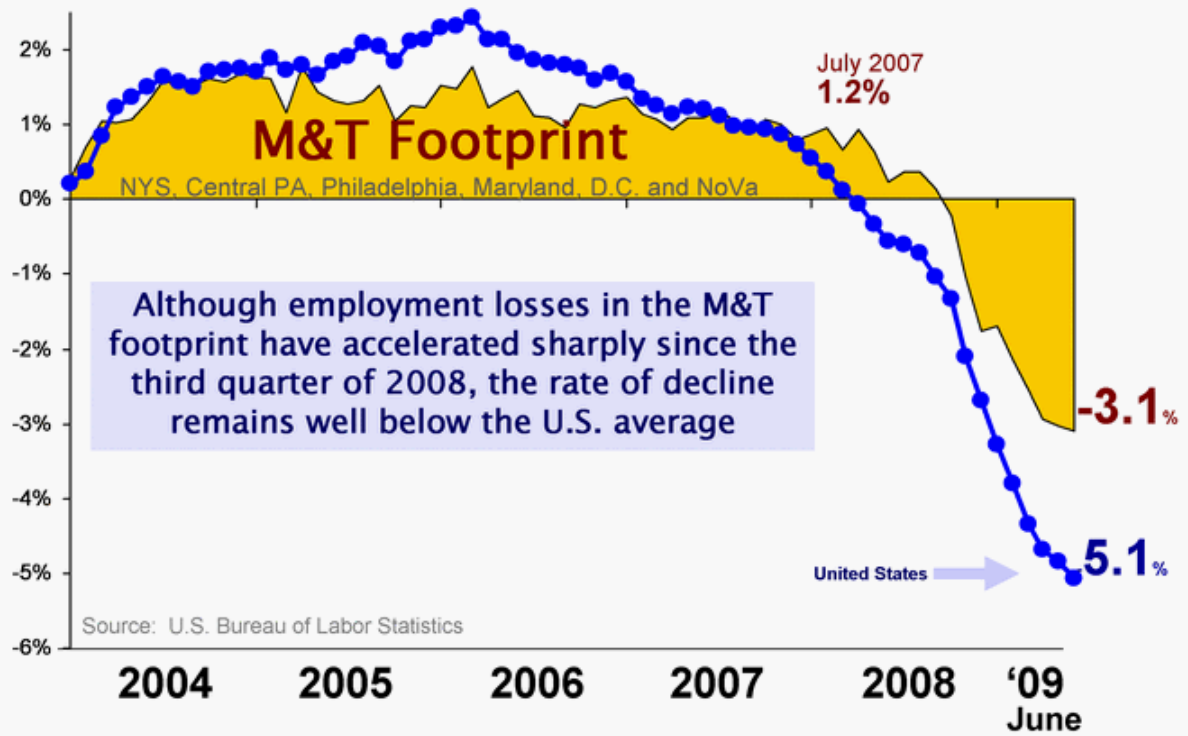
* Excludes gain(loss) on sale of securities.

Reconciliation of GAAP and Non-GAAP Results of Operation

Assets	2006	2007	2008	1Q08	2Q08	1H08	1Q09	2Q09	1H09
\$'s in millions									
Average assets	\$ 55,839	\$ 58,545	\$ 65,132	\$ 65,015	\$ 65,584	\$ 65,299	\$ 64,766	\$ 66,984	\$ 65,881
Goodwill	(2,908)	(2,933)	(3,193)	(3,196)	(3,192)	(3,194)	(3,192)	(3,326)	(3,259)
Core deposit and other intangible assets	(191)	(221)	(214)	(239)	(222)	(230)	(176)	(188)	(182)
Deferred taxes	38	24	30	34	31	33	22	30	26
Average tangible assets	\$ 52,778	\$ 55,415	\$ 61,755	\$ 61,614	\$ 62,201	\$ 61,908	\$ 61,420	\$ 63,500	\$ 62,466
Common Equity									
\$'s in millions									
Average common equity	\$ 6,041	\$ 6,247	\$ 6,423	\$ 6,513	\$ 6,469	\$ 6,491	\$ 6,212	\$ 6,491	\$ 6,352
Goodwill	(2,908)	(2,933)	(3,193)	(3,196)	(3,192)	(3,194)	(3,192)	(3,326)	(3,259)
Core deposit and other intangible assets	(191)	(221)	(214)	(239)	(222)	(230)	(176)	(188)	(182)
Deferred taxes	38	24	30	34	31	33	22	30	26
Average tangible common equity	\$ 2,980	\$ 3,117	\$ 3,046	\$ 3,112	\$ 3,086	\$ 3,100	\$ 2,866	\$ 3,007	\$ 2,937

Private Sector Employment Growth in the M&T Footprint

YoY % Change



Existing Home Price Appreciation – Q1 2009

Rank Among 294 U.S. Metros		Year-Over-Year Percentage Change
4	Buffalo-Niagara Falls	3.29%
--	Williamsport	2.27%
--	Altoona	2.24%
--	Binghamton	1.86%
--	Ithaca	1.80%
31	Rochester	1.64%
--	Utica-Rome	1.63%
33	Scranton-Wilkes-Barre	1.55%
49	Syracuse	1.16%
--	State College	0.43%
99	Harrisburg	(0.25%)
104	Albany-Schenect-Troy	(0.33%)
142	Reading	(1.46%)

Rank Among 294 U.S. Metros		Year-Over-Year Percentage Change
149	Lancaster	(1.63%)
165	Philadelphia	(2.41%)
172	York-Hanover	(2.90%)
	UNITED STATES	(3.35%)
--	Salisbury	(3.73%)
192	Kingston	(4.23%)
200	Allentown	(4.73%)
215	New York City	(5.64%)
220	Nassau-Suffolk	(6.10%)
223	Baltimore-Towson	(6.44%)
232	Poughkeepsie	(7.05%)
235	Bethesda-Rockville	(7.86%)
245	Washington, D.C.	(9.98%)

Source: Federal Housing Finance Agency. The FHFA "all-transactions" index tracks average house price changes in repeat sales or re-financings of the same single-family properties based on data obtained from Fannie Mae and Freddie Mac for conventional, conforming mortgage transactions. Excludes properties financed with subprime, Alt-A, Jumbo mortgages, etc. Rankings are for 294 U.S. metro areas containing 15,000 or more transactions over the last 10 years. Smaller M&T markets (Williamsport, Altoona, Binghamton, Ithaca, Utica-Rome, State College, Salisbury, MD) are unranked.

2009 Peer Group - Largest 15 Regional Banks

BB&T Corporation

Capital One Financial Corporation

Comerica Incorporated

Fifth Third Bancorp

First Horizon National Corporation

Huntington Bancshares Incorporated

KeyCorp

M&T Bank Corporation

Marshall & Ilsley Corporation

PNC Financial Services Group, Inc.

Regions Financial Corporation

Synovus Financial

SunTrust Banks, Inc.

U.S. Bancorp

Zions Bancorporation



Barclays Capital
2009 Global Financial Services Conference
September 16, 2009

 **M&T Bank Corporation**