FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington,	D.C.	20549
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

1	UMB APPRO	JVAL								
	OMB Number:	3235-0287								
	Estimated average burden									
	hours per response:	0.5								

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

1. Name and Address of Reporting Person* WILMERS ROBERT G					2. Issuer Name and Ticker or Trading Symbol M&T BANK CORP [MTB]									5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner						
,	rst)	(Middle)			3. Date of Earliest Transaction (Month/Day/Year) 11/04/2011									X Officer (give title the below)				(specify)		
O N	Y	14203-2	399	4.1	4. If Amendment, Date of Original Filed (Month/Day/Year)								Line)	Form	filed by Or	ne Reporti	Reporting Person			
(St	•													Person						
1. Title of Security (Instr. 3) 2. T Dat				action	2A. Deemed Execution Date Year)		ned n Date,	3. Transaction Code (Instr.		4. Securities Acquired (A) of Disposed Of (D) (Instr. 3, 4 a			5. Amount of Securities Beneficially		int of es ially	Form: D (D) or In	orm: Direct D) or Indirect	7. Nature of Indirect Beneficial		
					(N	(Month/Day	ay/Year)	Code	v	Amount	(A) or (D)	Price	e	Reported Transaction(s) (Instr. 3 and 4)		(I) (Instr. 4)	4)	Ownership (Instr. 4)		
ommon Stock 11/04/2			1/2011				A ⁽¹⁾		533.4	5 A ⁽¹⁾	\$0.	00(2)	3,052	,798.82	D					
Common Stock													49	,576	I		By 401 (k) Plan ⁽³⁾			
mmon Stock													214	4,540	I		GRAT #5 ⁽⁴⁾			
ommon Stock												224,766		I		GRAT #6 ⁽⁴⁾				
Common Stock													400,000		I		See footnote ⁽⁵⁾			
Common Stock													78,532		I		See footnote ⁽⁶⁾			
Common Stock													141,825		I	Ì	See footnote ⁽⁷⁾			
Common Stock													203,664		I		See footnote ⁽⁸⁾			
Common Stock													165,924		I		See footnote ⁽⁹⁾			
	-	Table II												Owned						
Conversion Date Execu or Exercise (Month/Day/Year) if any		Execution if any	ned n Date,	4. Transa	ction	5. Number 6		6. Date Exercisa Expiration Date		able and	7. Title and Amount of Securities Underlying		8. De Se (Ir	erivative ecurity	derivative Securities Beneficial Owned Following Reported	Ownersh Form: Direct (D) or Indirect (I) (Instr.	nership m: ect (D) ndirect	11. Nature o Indirect Beneficial Ownership (Instr. 4)		
			,	Code	v	(A)	(D)	Date Exercisal			Title	or Number of	er	r						
(10)								(10)		(10)	Common Stock	(10)			4,694		I	Supplement 401(k) Plan ⁽³⁾		
	(FixT PLAZA O NY (State PLAZA	(First) (T PLAZA O NY (State) Tab Security (Instr. 3) Stock Stock	(First) (Middle) (TPLAZA O NY 14203-2 (State) (Zip) Table I - No Security (Instr. 3) Stock Stoc	(First) (Middle) (T PLAZA O NY 14203-2399 (State) (Zip) Table I - Non-Deri Security (Instr. 3) 2. Trans Date (Month/It) Stock Stock Stock Stock Stock Stock Stock Stock Table II - Deriv. (e.g., 2. Translaction Or Exercise Price of Death of Date (Long) Table II - Deriv. (e.g., (Month/Day/Year)	ERS ROBERT G (First) (Middle) A 1 CO NY 14203-2399 (State) (Zip) Table I - Non-Derivative (Month/Day/Year) Stock Stock Stock Stock Stock Stock Table II - Derivative (e.g., puts, puts, fi any price of Derivative Security (Month/Day/Year) A 1 4. In 1 5. In 1 6. In 1	Mart Mart	M&T BAN M&T BAN Stock Middle Matter Matter	(First) (Middle) AT PLAZA (First) (Middle) AT PLAZA (State) (Zip) Table I - Non-Derivative Securities Action Date (Month/Day/Year) Stock 11/04/2011 Stock Stock Stock Stock Table II - Derivative Securities Accidency Execution Date, if any (Month/Day/Year) Stock Stock Table II - Derivative Securities Accidency Execution Date, if any (Month/Day/Year) A Deemed Execution Date, if any (Month/Day/Year) Stock Stock Table II - Derivative Securities Accidency Execution Date, if any (Month/Day/Year) A Deemed Execution Date, if any (Month/Day/Year) Code (Instr. 3, 4 and 5) Code V V (A) (D)	(First) (Middle) (First) (Middle) (TPLAZA (Middle) (State) (Zip) (State) (Zip) (State) (Zip) (State) (Zip) (State) (Zip) (State) (Zip) (Month/Day/Year) (Month/Day/	(First) (Middle) (First) (Middle) (State) (Zip) Table I - Non-Derivative Securities Acquired, Discurity (Instr. 3) (Stock 11/04/2011	M&T BANK CORP MTB	M&T BANK CORP MTB	(First) (Middle) (State) (Zip) (State) (Zip) (State) (Zip) (State) (Zip) (State) (Zip) (State) (Zip) (A If Amendment, Date of Original Filed (Month/Day/Year) (Month/Day/Year) (A Securities Acquired (A) or Exposed of (D) (Instr. 3, 4 and 5) (A) or Original Filed (Month/Day/Year) (Month/Day	M&T BANK CORP [MTB] (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) 1/10/4/2011 (State) (Zip) (State) (Zip) 4. If Amendment, Date of Original Filed (Month/Day/Year) 5. Include (Month/Day/Year) 5. Include (Month/Day/Year) 6. Include (Month/Day/Year) 7. Stock 11/04/2011 8. A Deemed Faccution Date, Include (Month/Day/Year) 8. A Deemed Faccution Date, Include (Gery, puts, calls, warrants, options, convertible securities) 8. A Deemed Faccution Date, Include (Month/Day/Year) 8. A Deemed Faccution Date (Month/Day/Year) 8. A Deemed Faccution Date, Include (Month/Day/Year) 9. A Deemed Faccution Date (Gery, puts, calls, warrants, options, convertible securities) 9. A Deemed Faccution Date (Gery, puts, calls, warrants, options, convertible Securities) 9. A Deemed Faccution Date (Month/Day/Year) 9. A Deemed Faccution Date (Month/Day/Y	M&T BANK CORP [MTB] 3. Date of Earliest Transaction (Month/Day/Year) 11/04/2011 Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned Processor Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned Code (pts. 5) 11/04/2011 A(1) 533.45 A(1) \$0.0023 3.052 Stock 11/04/2011 A(3) 533.45 A(1) \$0.0023 3.052 Stock 11/04/2011 A(4) 533.45 A(1) \$0.0023 3.052 Stock 11/04/2011 A(5) 533.45 A(1) \$0.0023 3.052 Stock 11/04/2011 A(6) 7 Price (pts. 3) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Code (pts. 5) Stock 11/04/2011 A(1) 533.45 A(1) \$0.0023 3.052 Stock 120 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Code (pts. 5) Stock 120 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Code (pts. 5) Stock 120 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Code (pts. 5) Stock 120 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Code (pts. 5) Stock 120 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Code (pts. 5) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Code (pts. 5) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Code (pts. 5) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Code (pts. 5) Table II - Derivative Securities Acquired (pts. 5) Table II - Der	MRT BANK CORP MTB Check all applicable X Director X bifficer (give title buffil X Director X Director X bifficer (give title buffil X Director X Director	American Color C	Check at a gapicable Check at a gapicable		

- 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 information presented is as of September 30, 2011.
- 4. 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.
- 5. The indicated shares are held by a limited liability company of which the reporting person is the sole member.
- 6. 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.
- 7. 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.

- 8. 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.
- 9. The indicated shares are held by the Interlaken 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 Interlaken Foundation and holds voting and dispositive power over the shares held by it.
- 10. 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:

By: Andrea R. Kozlowski, Esq. (Attorney-In-Fact)

Date

** 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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