FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL										
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* WASHINGTON HERBERT L							2. Issuer Name and Ticker or Trading Symbol M&T BANK CORP [MTB]								applicable)	0 ()	Issuer Owner			
(Last) (First) (Middle) 4900 MARKET STREET						3. Date of Earliest Transaction (Month/Day/Year) 04/01/2009											r (specify v)			
(Street) BOARDMAN OH 44512 (City) (State) (Zip)							4. If Amendment, Date of Original Filed (Month/Day/Year)									Individual or Joint/Group Filing (Check Applicable ine) X Form filed by One Reporting Person Form filed by More than One Reporting Person				
	Tak	le I - No	n-Deriv	ative	Sec	curitie	es Acq	uired,	Dis	posed o	f, or	Ben	efici	ally Ow	ned					
Date						Executio f any	xecution Date, any		Transaction					nd Sed Bed Ow	curities neficially ned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
							Code	v	Amount			Price	Tra	nsaction(s)		(111501.4)				
Stock		L/2009	2009			A ⁽¹⁾		160		A	\$45	.24	6,141	D						
Common Stock															500	I	By Wife			
	7													y Owne	ed					
		Executio if any	n Date,	Code (Inst		on of		Expiration Date			7. Title and Amount of Securities Underlying Derivative Security (Instr. and 4)		str. 3	Derivativ	e derivative Securities Beneficially Owned Following Reported	Ownership Form: Direct (D) or Indirect (I) (Instr. 4	11. Nature of Indirect Beneficial Ownership (Instr. 4)			
				Code	v	(A)		Date Exercisa			Title	or Nur of	nber							
	INGTON (FARKET STANAMAN COMMAN COMAN COMMAN COMMAN COMMAN COMMAN COMMAN COMMAN COMMAN COMMAN COMMAN	(First) ARKET STREET MAN OH (State) Tab Security (Instr. 3) Stock T 2. Conversion or Exercise Price of Derivative Month/Day/Year)	(First) (Middle) ARKET STREET MAN OH 44512 (State) (Zip) Table I - No Security (Instr. 3) Stock Table II - Conversion or Exercise Price of Derivative Price of Derivative (Month/Day/Year) Table II -	(First) (Middle) ARKET STREET MAN OH 44512 (State) (Zip) Table I - Non-Derive (Month/l) Security (Instr. 3) 2. Trans Date (Month/l) Stock Table II - Derivate (e.g., pingle) Conversion or Exercise Price of Derivative (Month/Day/Year) Price of Derivative (Month/Day/Year)	INGTON HERBERT L (First) (Middle) ARKET STREET (State) (Zip) Table I - Non-Derivative Security (Instr. 3) 2. Transaction Date (Month/Day/Year) Conversion or Exercise Price of Derivative Security Security 2. Transaction Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 3. 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Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) 2. Transaction Date (If Amendment, Date of Original Date (Month/Day/Year) (Month/Day/Year) 2. Transaction Date (If Amendment, Date of Original Date (Month/Day/Year) (Month/Day/Year) 3. Transaction Date (If Amendment, Date of Original Date (Month/Day/Year) (Month/Day/Year) 3. Transaction Date (If Amendment, Date of Original Date (Month/Day/Year) (Month/Day/Year) 3. Transaction Date (Month/Day/Year) (Month/Day/Year) 3. Transaction Date (If Amendment, Date of Original Date (Month/Day/Year) (Month/Day/Year) 3. Transaction Date (If Amendment, Date of Original Date (Month/Day/Year) (Month/Day/Year) 3. Transaction Date (If Amendment, Date of Original Date (Month/Day/Year) (Month/Day/Year) 3. Transaction Date (If Amendment, Date of Original Date (Month/Day/Year) (Month/Day/Year) 2. Transaction Date (If Amendment, Date of Original Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) 3. 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Explanation of Responses:

1. This transaction represents stock received by the reporting person in lieu of cash fees pursuant to the M&T Bank Corporation 2008 Directors' Stock Plan.

Remarks:

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

** 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.