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

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						er Name <b>and</b> Tick Γ <mark>BANK CC</mark>				(Che	S. Relationship of Reporting Person(s) to Issuer (Check all applicable)     X Director 10% Owner  Officer (size title Check Che					
(Last) ONE M&	ist) (First) (Middle) E M&T PLAZA					of Earliest Transa /2006	action (N	lonth/	Day/Year)	]	X Officer (give title below) Other (specify below)  Chairman of the Board					
(Street) BUFFALO NY 14203-2399 (City) (State) (Zip)						nendment, Date of	Origina	l Filed	(Month/Day	Line	6. Individual or Joint/Group Filing (Check Applicable Line)  X Form filed by One Reporting Person Form filed by More than One Reporting Person					
(City)				n Doriv	otivo C	`aguritiga Ag	auirad	Die	nacad a	f or Bon	oficially	Owned				
Table I - Non-Deriv  1. Title of Security (Instr. 3)  2. Transac Date (Month/Date)						2A. Deemed Execution Date, if any	3. Transaction Code (Instr.		4. Securitie	es Acquired ( Of (D) (Instr. :	(A) or	5. Amou Securitie Beneficia	s ally	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
						(Month/Day/Year)	8) Code V		Amount	(A) or (D)	Price	Owned Following Reported Transaction(s) (Instr. 3 and 4)				
Common Stock				10/30/2006			G	v	57,900 D		(1)	3,235,263		D		
Common	Stock			12/21/2006			G	v	200	D	(1)	(1) 3,235,063		D		
Common	Stock			01/19/2007			М		100,000	) A	\$29	9 3,335,063		D		
Common	Stock			01/19/2007			F		59,700	D	\$119.0	7 3,27	5,363	D		
Common	Stock			01/19/2007			S		47,300	D	\$119	3,22	8,063	D		
Common	Stock			01/19/2007			S		17,500	D	\$119.0	5 3,210,563		D		
Common	Stock			01/19/2007			S		200	D	\$119.5	3,210,363		D		
Common	Stock			01/22/	2007		G	V	200	D	(1)	3,21	0,163	D		
Common	Stock											40,	,952	I	By 401 (k) Plan <sup>(2)</sup>	
Common Stock												214	1,540	I	GRAT #5 <sup>(3)</sup>	
Common Stock												224	1,766	I	GRAT #6 <sup>(3)</sup>	
Common Stock												400	),000	I	See footnote <sup>(4)</sup>	
Common Stock 1					2006		G	V	2,300	D	(1)	91,383		I	See footnote <sup>(5)</sup>	
Common Stock					2006		G	V	2,600	D	(1)	179,780		I	See footnote <sup>(6)</sup>	
Common Stock					2006		G	V	2,300	D	(1)	177,480		I	See footnote <sup>(6)</sup>	
Common Stock					2006		G	V	4,100	D	(1)	154,107		I	See footnote <sup>(7)</sup>	
Common Stock 10/30					2006		G	V	19,500	A	(8)	173,607		I	See footnote <sup>(7)</sup>	
Common Stock 06/22/2							G	V	1,000	D	(1)	65,	,770	I	See footnote <sup>(9)</sup>	
Common Stock 10/30/2							G	V	19,500		(8)		,270	I	See footnote <sup>(9)</sup>	
			Table II -			curities Acqu Ills, warrants						Owned				
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	version Date Execution Date, wercise (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)		ate, Tra	saction Derivative E		i. Date Exercisable and Expiration Date Month/Day/Year)			7. Title and Amour of Securities Underlying Derivative Security (Instr. 3 and 4)		Derivative Security	9. Number derivative Securities Beneficially Owned Following Reported Transaction	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
											(Instr. 4)					

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	1		s, cal	IS, V (A) 5. N Deri Seci Acq or D of (E	varrant	Spaceptions Exercisable	Bate and ate	, Or Ber (では対り of ble secunities) Title of Shares 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)			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)
Phantom Common _Stock_ Units	(10)			Code	v	(A)	(D)	Date Exer <sup>(10)</sup> able	Expiration Dat(10)	Common "Stock	Amount or Number of \$(10)res		3,277	I	Supplemental 401(k) ¬Plan <sup>(2)</sup>
Option (right to buy)	\$29	01/19/2007		М			100,000	(11)	01/21/2007	Common Stock	100,000	(12)	0	D	

## **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 information presented is as of December 31, 2006.
- 3. 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.
- 4. The indicated shares are held by a limited liability company of which the reporting person is the sole member.
- 5. 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.
- 6. 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.
- 7. 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.
- 8. The reported transaction involves a transfer of securities by gift for which no consideration was paid.
- 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.
- 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.

## Remarks:

By: Brian R. Yoshida, Esq. (Attorney-In-Fact) 01/23/2007

\*\* 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).

 $Note: File \ three \ copies \ of \ this \ Form, \ one \ of \ which \ must \ be \ manually \ signed. \ If \ space \ is \ insufficient, \ see \ Instruction \ 6 \ for \ procedure.$ 

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