FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to
Section 16. Form 4 or Form 5
obligations may continue. See
Instruction 1(h)

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL OMB Number: 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

Name and Address of Reporting Person* COLLINS ATWOOD III						2. Issuer Name and Ticker or Trading Symbol M&T BANK CORP [MTB]									Check all a	ship of Reportir applicable) rector ficer (give title		Ssuer Owner (specify
(Last) (First) (Middle) 25 SOUTH CHARLES STREET 22ND FLOOR						3. Date of Earliest Transaction (Month/Day/Year) 05/21/2010										low)	below Vice Presiden	1)
(Street) BALTIMORE MD 21201 (City) (State) (Zip)					4. If	4. If Amendment, Date of Original Filed (Month/Day/Year)									5. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person			
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																		
1. Title of Security (Instr. 3) 2. Transac Date (Month/Da						Execution Date,						ies Acquired (A) o Of (D) (Instr. 3, 4 a			d 5) Sed Ber Ow	amount of curities neficially ned Following ported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
										v	Amount	(A (D	A) or D) Price		Tra	nsaction(s) etr. 3 and 4)		(5 4)
Common Stock 05/21/2									A ⁽¹⁾		240.38	3 1	4 (1)	\$0.0	0(2) 1	33,523.94	D	
Common Stock 05/21/2									F		77	D		\$8	4 1	33,446.94	D	
	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. Deem Execution if any (Month/D	Date, Transacti Code (Ins					6. Date Exercisable and Expiration Date (Month/Day/Year)			7. Title and Amount of Securities Underlying Derivative Security (Instr. and 4)			8. Price of Derivative Security (Instr. 5)		Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code V		(A)	(D)	Date Exercisa		Expiration Date	Title	or Nur of Sha	nber res					

Explanation of Responses:

- 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, 2010.
- 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.

Remarks:

Brian R. Yoshida, Esq. (Attorney-in-Fact)

05/25/2010

** 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.