

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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* <u>PEREIRA JORGE G</u>  (Last) (First) (Middle) 350 PARK AVENUE 6TH FLOOR  (Street) NEW YORK NY 10022-6022  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>M&amp;T BANK CORP [ MTB ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  <input checked="" type="checkbox"/> Director 10% Owner  <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>Vice Chairman</b>
	3. Date of Earliest Transaction (Month/Day/Year) 01/24/2005	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	01/24/2005		S		200	D	\$101.14	2,429,100	I	By One or More Controlled Corporations
Common Stock	01/24/2005		S		700	D	\$101.15	2,428,400	I	By One or More Controlled Corporations
Common Stock	01/24/2005		S		800	D	\$101.16	2,427,600	I	By One or More Controlled Corporations
Common Stock	01/24/2005		S		1,300	D	\$101.17	2,426,300	I	By One or More Controlled Corporations
Common Stock	01/24/2005		S		1,400	D	\$101.19	2,424,900	I	By One or More Controlled Corporations
Common Stock	01/24/2005		S		4,400	D	\$101.2	2,420,500	I	By One or More Controlled Corporations
Common Stock	01/24/2005		S		1,100	D	\$101.21	2,419,400	I	By One or More Controlled Corporations
Common Stock	01/24/2005		S		1,100	D	\$101.22	2,418,300	I	By One or More Controlled Corporations
Common Stock	01/24/2005		S		800	D	\$101.23	2,417,500	I	By One or More Controlled Corporations
Common Stock	01/24/2005		S		2,400	D	\$101.24	2,415,100	I	By One or More Controlled Corporations

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1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	01/24/2005		S		1,800	D	\$101.25	2,413,300	I	By One or More Controlled Corporations
Common Stock	01/24/2005		S		1,400	D	\$101.26	2,411,900	I	By One or More Controlled Corporations
Common Stock	01/24/2005		S		1,000	D	\$101.27	2,410,900	I	By One or More Controlled Corporations
Common Stock	01/24/2005		S		1,000	D	\$101.28	2,409,900	I	By One or More Controlled Corporations
Common Stock	01/24/2005		S		800	D	\$101.29	2,409,100	I	By One or More Controlled Corporations
Common Stock	01/24/2005		S		2,300	D	\$101.3	2,406,800	I	By One or More Controlled Corporations
Common Stock	01/24/2005		S		800	D	\$101.31	2,406,000	I	By One or More Controlled Corporations
Common Stock	01/24/2005		S		1,100	D	\$101.32	2,404,900	I	By One or More Controlled Corporations
Common Stock	01/24/2005		S		500	D	\$101.33	2,404,400	I	By One or More Controlled Corporations
Common Stock	01/24/2005		S		1,100	D	\$101.34	2,403,300	I	By One or More Controlled Corporations
Common Stock	01/24/2005		S		800	D	\$101.35	2,402,500	I	By One or More Controlled Corporations
Common Stock	01/24/2005		S		300	D	\$101.36	2,402,200	I	By One or More Controlled Corporations
Common Stock	01/24/2005		S		300	D	\$101.37	2,401,900	I	By One or More Controlled Corporations
Common Stock	01/24/2005		S		700	D	\$101.38	2,401,200	I	By One or More Controlled Corporations
Common Stock	01/24/2005		S		400	D	\$101.39	2,400,800	I	By One or More Controlled Corporations

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	01/24/2005		S		500	D	\$101.4	2,400,300	I	By One or More Controlled Corporations
Common Stock	01/24/2005		S		600	D	\$101.41	2,399,700	I	By One or More Controlled Corporations
Common Stock	01/24/2005		S		900	D	\$101.42	2,398,800	I	By One or More Controlled Corporations
Common Stock	01/24/2005		S		300	D	\$101.43	2,398,500	I	By One or More Controlled Corporations
Common Stock	01/24/2005		S		1,400	D	\$101.44	2,397,100	I	By One or More Controlled Corporations

**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. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	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)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

Explanation of Responses:

**Remarks:**

This is the second of four Form 4 filings by the reporting person to report the reporting person's transactions that occurred on January 24 and January 25, 2005. Multiple Form 4 filings are required due to SEC system limitations that do not allow more than 30 transactions to be reported in Table I.

By: Brian R. Yoshida, Esq.                      01/26/2005  
 (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.