FORM 4

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL

hours per response:

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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

	O PARK AVENUE TH FLOOR  Teet)  EW YORK NY 10022-602  Table I - Nor  Title of Security (Instr. 3)  Date (Mont)  mmon Stock  01/  mmon Stock  01/		2. Issuer Name and M&T BANK				<ol> <li>Relationship of R (Check all applicabl X Director</li> </ol>	e)	s) to Issuer 10% Owner				
350 PARK AVENUE 6TH FLOOR (Street)				3. Date of Earliest T 01/17/2007	ransact	ion (M	lonth/Day/Yea	X Officer (give below)		Other (specify below)			
				4. If Amendment, Da	ate of O	riginal	l Filed (Month	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)													
1. Title of Security (	(Instr. 3)	Table I	- Non-Derivat	2A. Deemed	Acqu 3.	ired,	, Disposed of, or Benefici			5. Amount of	6. Ownership	7. Nature of	
1. The Or Security (IIISH: 3)				Execution Date, if any (Month/Day/Year)	Transaction Code (Instr. 8)		Disposed Of (D) (Instr. 3, 4 and		r. 3, 4 and 5)	Securities Beneficially Owned Followir Reported	Form: Direct (D) or Indirect	Indirect	
					Code	V	Amount	Amount (A) or (D)		Transaction(s) (Instr. 3 and 4)			
Common Stock										1,823	D		
Common Stock			01/17/2007		S		2,300	D	\$118.82	2,001,700	I	By One or More Controlled Corporations	
Common Stock			01/17/2007		S		400	D	\$118.822	25 2,001,300	I	By One or More Controlled Corporations	
Common Stock			01/17/2007		S		3,300	D	\$118.823	1,998,000	I	By One or More Controlled Corporations	
Common Stock			01/17/2007		S		1,300	D	\$118.83	3 1,996,700	I	By One or More Controlled Corporations	
Common Stock			01/17/2007		S		1,100	D	\$118.877	73 1,995,600	I	By One or More Controlled Corporations	
Common Stock			01/17/2007		S		200	D	\$118.89	1,995,400	I	By One or More Controlled Corporations	
Common Stock			01/17/2007		S		600	D	\$118.9	1,994,800	I	By One or More Controlled Corporations	
Common Stock			01/17/2007		S		1,200	D	\$118.904	1,993,600	I	By One or More Controlled Corporations	
Common Stock			01/17/2007		S		600	D	\$118.921	1,993,000	I	By One or More Controlled Corporations	
Common Stock			01/17/2007		S		800	D	\$118.922	25 1,992,200	I	By One or More Controlled Corporations	

Table I	- Non-Derivati	ive Securities	Acqu	ired,	Disposed	d of, o	r Beneficia	lly 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	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	Transaction(s) (Instr. 3 and 4)		
Common Stock	01/17/2007		S		600	D	\$118.9267	1,991,600	I	By One or More Controlled Corporations
Common Stock	01/17/2007		S		500	D	\$118.93	1,991,100	I	By One or More Controlled Corporations
Common Stock	01/17/2007		S		700	D	\$118.9471	1,990,400	I	By One or More Controlled Corporations
Common Stock	01/17/2007		S		700	D	\$118.95	1,989,700	I	By One or More Controlled Corporations
Common Stock	01/17/2007		S		1,300	D	\$118.9631	1,988,400	I	By One or More Controlled Corporations
Common Stock	01/17/2007		S		200	D	\$118.97	1,988,200	I	By One or More Controlled Corporations
Common Stock	01/17/2007		S		300	D	\$119.01	1,987,900	I	By One or More Controlled Corporations
Common Stock	01/17/2007		S		100	D	\$119.02	1,987,800	I	By One or More Controlled Corporations
Common Stock	01/17/2007		S		1,000	D	\$119.028	1,986,800	I	By One or More Controlled Corporations
Common Stock	01/17/2007		S		200	D	\$119.03	1,986,600	I	By One or More Controlled Corporations
Common Stock	01/17/2007		S		1,800	D	\$119.0306	1,984,800	I	By One or More Controlled Corporations
Common Stock	01/17/2007		S		600	D	\$119.04	1,984,200	I	By One or More Controlled Corporations
Common Stock	01/17/2007		s		700	D	\$119.0429	1,983,500	I	By One or More Controlled Corporations
Common Stock	01/17/2007		S		100	D	\$119.05	1,983,400	I	By One or More Controlled Corporations
Common Stock	01/17/2007		S		300	D	\$119.0767	1,983,100	I	By One or More Controlled Corporations

1. Title of Security (Instr. 3)			2. Transaction Date (Month/Day/Ye	ar)   i	2A. Deemed Execution Date, if any (Month/Day/Year)		3. Transaction Code (Instr. 8)				equired (A) or ) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	irect Ir direct B 4) C	7. Nature of Indirect Beneficial Ownership
							Code	v	Amount	(A) (D)	or	Price	Reported Transacti (Instr. 3 a	on(s)			(Instr. 4)
Common Stock			01/17/2007	7			S		200	D		\$119.08	1,982	,900	I	N	By One or More Controlled Corporation
Common Stock			01/17/2007	7			S		1,200	D		\$119.0862	1,981	,700	I	N	By One or More Controlled Corporation
Common Stock			01/17/2007	7			S		1,000	D	)	\$119.087	1,980	,700	I	N	By One or More Controlled Corporation
Common Stock			01/17/2007	/2007			S		300	D	)	\$119.1767	1,980,400		I	N	By One or More Controlled Corporation
		Та	ble II - Derivat (e.g., pu									eneficially ecurities)	/ Owned				
Derivative Conversion Date		3. Transaction Date (Month/Day/Year)	if any		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		ve (Mes d	Expiration Date (Month/Day/Year)		#   S   U   S	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)  8. Price of Derivative Security Securit Benefic Owned Following Reported Transact (Instr. 4)		ve Ces Fially Cong (Id	0. Ownership Form: Direct (D) or Indirect I) (Instr. 4	Beneficial Ownershi (Instr. 4)
				Code	. v (	(A) (I		ate xercisa	Expira		Γitle	Amount or Number of Shares					

Explanation of Responses:

## Remarks:

This is the first of five Form 4 filings by the reporting person to report the reporting person's transactions that occurred on January 17, 2007 and January 18, 2007. 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. (Attorney-In-Fact)

01/19/2007

\*\* 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.

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.