

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549

Mail Stop 4720

December 19, 2016

Darren J. King Chief Financial Officer M&T Bank Corporation One M & T Plaza Buffalo, New York 14203

**Re:** M&T Bank Corporation

Form 10-K for the Fiscal Year Ended December 31, 2015

Response Dated December 16, 2016

File No. 001-09861

Dear Mr. King:

We have completed our review of your filing. We remind you that the company and its management are responsible for the accuracy and adequacy of their disclosures, notwithstanding any review, comments, action or absence of action by the staff.

Sincerely,

/s/ Gus Rodriguez

Gus Rodriguez Accounting Branch Chief Office of Financial Services