SEC Form 4	
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## 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(b).

1. Name and Address of Reporting Person

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

2. Issuer Name and Ticker or Trading Symbol

OMB APPROVAL							
OMB Number:	3235-0287						
Estimated average burg	len						
hours per response:	0 5						

	0.0
6	
5. Relationship of Reporting Person(s) to Issuer	

1. Title of Security (Instr. 3) 2. Transacti				2A. Deemed	3.	4. Securities Acquired (A)	or	5. Amount of	6. Ownership	7. Nature	
	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned										
(City)	(State)	(Zip)						1 013011			
(Street) BUFFALO	NY	14213-1795	_				X	Form filed by On Form filed by Mo Person			
			4. lf A	4. If Amendment, Date of Original Filed (Month/Day/Year)				6. Individual or Joint/Group Filing (Check Applicable Line)			
(Last) ONE ROBER	(First) T RICH WAY	(Middle)		te of Earliest Transa 1/2014	action (Month/	Day/Year)		Officer (give title below)	Other below	(specify )	
RICH MELINDA R			<u>M8</u>	<u>M&amp;T BANK CORP</u> [ MTB ]				all applicable) Director	10% 0	Owner	

1. The of Security (insu: 5)	Date (Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Transa	Transaction Dispose Code (Instr. 5)		5)		Securities Beneficially Owned Following Reported	Form: Direct (D) or Indirect (I) (Instr. 4)	of Indirect Beneficial Ownership (Instr. 4)
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(1150.4)
Common Stock	04/01/2014		A <sup>(1)</sup>		120	Α	\$121.3	11,832.3704 <sup>(2)</sup>	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 6. Date Exercisable and 7. Title and 8. Price of Derivative 1. Title of 3. Transaction 3A. Deemed 5. Number 9. Number of 10. 11. Nature Derivative Security (Instr. 3) Expiration Date (Month/Day/Year) Conversion Execution Date Transaction Amount of derivative Ownership of Indirect Date (Month/Day/Year) Derivative Security (Instr. 5) or Exercise if anv Code (Instr. Securities Securities Form: Beneficial Beneficially Owned Price of Derivative (Month/Day/Year) 8) Securities Underlying Direct (D) Ownership (Instr. 4) or Indirect (I) (Instr. 4) Acquired Derivative (A) or Disposed Following Reported Security Security (Instr. 3 and 4) of (D) (Instr. 3, 4 and 5) Transaction(s) (Instr. 4)

Date

Exercisable

Expiration

Date

Explanation of Responses:

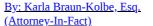
1. This transaction represents stock received by the reporting person in lieu of cash fees pursuant to the M&T Bank Corporation 2008 Directors' Stock Plan.

Code V

2. Includes 44.8575 shares acquired between January 1, 2014 and March 31, 2014 through the reporting person's participation in the M&T Bank Corporation Dividend Reinvestment Plan.

(A) (D)

## Remarks:



Amount or Number

of

Shares

Title

<sup>⊥</sup> <u>04/03/2014</u> Date

\*\* Signature of Reporting Person

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.