

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* HICKEY BRIAN E (Last) (First) (Middle) 255 EAST AVENUE (Street) ROCHESTER NY 14604-2624 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol M&T BANK CORP [MTB] 3. Date of Earliest Transaction (Month/Day/Year) 05/01/2006 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <div>Director 10% Owner</div> <div><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)</div> <div>Executive Vice President</div> 6. Individual or Joint/Group Filing (Check Applicable Line) <div><input checked="" type="checkbox"/> Form filed by One Reporting Person</div> <div>Form filed by More than One Reporting Person</div>
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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	05/01/2006		S		100	D	\$118.96	34,947	D	
Common Stock	05/01/2006		S		100	D	\$118.97	34,847	D	
Common Stock	05/01/2006		S		100	D	\$119	34,747	D	
Common Stock	05/01/2006		S		100	D	\$119.03	34,647	D	
Common Stock	05/01/2006		S		200	D	\$119.16	34,447	D	
Common Stock	05/01/2006		S		100	D	\$119.23	34,347	D	
Common Stock	05/01/2006		S		100	D	\$119.26	34,247	D	
Common Stock	05/01/2006		S		200	D	\$119.27	34,047	D	
Common Stock	05/01/2006		S		300	D	\$119.28	33,747	D	
Common Stock	05/01/2006		S		600	D	\$119.29	33,147	D	
Common Stock	05/01/2006		S		100	D	\$119.3	33,047	D	
Common Stock	05/01/2006		S		100	D	\$119.38	32,947	D	
Common Stock	05/01/2006		S		100	D	\$119.4	32,847	D	
Common Stock	05/01/2006		S		300	D	\$119.42	32,547	D	
Common Stock								893	I	By Daughter ⁽¹⁾

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	Title	Amount or Number of Shares				

Explanation of Responses:

1. The reporting person disclaims beneficial ownership of the shares held by his daughter, and this report should not be deemed an admission that the reporting person is the beneficial owner of his daughter's shares for purposes of Section 16 or for any other purpose.

Remarks:

This is the second of two Form 4 filings by the reporting person to report the reporting person's transactions that occurred on May 1, 2006. 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. 05/03/2006
(Attorney-In-Fact)

** Signature of Reporting Person Date

* 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.