## SEC Form 4

# 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).

### 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

# OMB APPROVAL OMB Number: 3235-0287

Estimated average burden hours per response: 0.5

1. Name and Addres	ss of Reporting Person	1*	2. Issuer Name <b>and</b> Ticker or Trading Symbol <u>M&amp;T BANK CORP</u> [ MTB ]		ionship of Reporting Person(s) to Issuer all applicable) Director 10% Owner			
(Last) ONE M&T PLA	(First) ZA	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/30/2015	x	Officer (give title below) E.V.P./Chief Financia	Other (specify below) al Officer		
(Street)			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)				
BUFFALO	NY	14203-2399		X	Form filed by One Reporti	ing Person		
,					Form filed by More than C	One Reporting		
(City)	(State)	(Zip)			Person			

#### 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)	Code (Instr.		4. Securities Disposed Of (			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)		(1130. 4)
Common Stock	12/30/2014		G		600	D	<b>\$0.00</b> <sup>(1)</sup>	42,728.79	D	
Common Stock	01/30/2015		A <sup>(2)</sup>		3,512	<b>A</b> <sup>(2)</sup>	<b>\$0.00</b> <sup>(3)</sup>	46,240.79	D	
Common Stock	01/30/2015		<b>F</b> <sup>(4)</sup>		4,050	D	\$113.16	42,190.79	D	
Common Stock								6,461	Ι	By 401(k) Plan <sup>(5)</sup>

# 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. Transa Code ( 8)		of		6. Date Exerc Expiration Da (Month/Day/\	ate	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				
Phantom Common Stock Units	(6)							(6)	(6)	Common Stock	(6)		2,305	I	Supplemental 401 (k) Plan <sup>(5)</sup>

#### Explanation of Responses:

1. The reported transaction involves a transfer of securities by gift for which no payment of consideration was received by the reporting person.

2. Shares issued pursuant to vesting of performance-vested restricted stock units that were granted to the reporting person on January 31, 2014, upon achievement of performance goals under the 2009 M&T Bank Corporation Equity Incentive Compensation Plan.

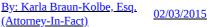
3. The performance-vested restricted stock units were granted under an equity incentive compensation plan maintained by M&T Bank Corporation, and therefore the reporting person paid no price for the performance-vested restricted stock units.

4. Shares withheld for taxes upon the vesting of restricted stock and the settlement in shares of the performance-vested restricted stock units previously granted to the reporting person.

5. The information presented is as of December 31, 2014.

6. The reported phantom common stock units are held by the reporting person in an excess benefit plan account maintained by M&T Bank Corporation and represent a like number of shares of M&T Bank Corporation common stock. The phantom common stock units may only be settled in cash upon distribution in accordance with the terms of the plan. The reported phantom common stock units also include units acquired through the dividend reinvestment feature of the plan.

#### Remarks:



\*\* Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

 $^{\ast}$  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.