

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

OMB APPROVAL	
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1. Name and Address of Reporting Person* BRUMBACK EMERSON L _____ (Last) (First) (Middle) ONE M&T PLAZA _____ (Street) BUFFALO NY 14203-2399 _____ (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol M&T BANK CORP [MTB]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Executive Vice President
	3. Date of Earliest Transaction (Month/Day/Year) 05/03/2005	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

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	05/03/2005		M		31,500	A	\$42	47,380	D	
Common Stock	05/03/2005		M		7,740	A	\$44.2063	55,120	D	
Common Stock	05/03/2005		M		9,980	A	\$49.5	65,100	D	
Common Stock	05/03/2005		M		1,520	A	\$65.8	66,620	D	
Common Stock	05/03/2005		S		1,340	D	\$102.95	65,280	D	
Common Stock	05/04/2005		S		500	D	\$102.5	64,780	D	
Common Stock	05/04/2005		S		200	D	\$102.55	64,580	D	
Common Stock	05/04/2005		S		100	D	\$102.61	64,480	D	
Common Stock	05/04/2005		S		200	D	\$102.62	64,280	D	
Common Stock	05/04/2005		S		100	D	\$102.65	64,180	D	
Common Stock	05/04/2005		S		100	D	\$102.66	64,080	D	
Common Stock	05/04/2005		S		100	D	\$102.68	63,980	D	
Common Stock	05/04/2005		S		500	D	\$102.69	63,480	D	
Common Stock	05/04/2005		S		500	D	\$102.7	62,980	D	
Common Stock	05/04/2005		S		100	D	\$102.71	62,880	D	
Common Stock	05/04/2005		S		100	D	\$102.73	62,780	D	
Common Stock	05/04/2005		S		5,500	D	\$102.75	57,280	D	
Common Stock	05/04/2005		S		100	D	\$102.78	57,180	D	
Common Stock	05/04/2005		S		1,600	D	\$102.8	55,580	D	
Common Stock	05/04/2005		S		100	D	\$102.85	55,480	D	
Common Stock	05/04/2005		S		200	D	\$102.87	55,280	D	
Common Stock	05/04/2005		S		100	D	\$102.89	55,180	D	
Common Stock	05/04/2005		S		100	D	\$102.9	55,080	D	
Common Stock	05/04/2005		S		100	D	\$102.91	54,980	D	
Common Stock	05/04/2005		S		300	D	\$102.93	54,680	D	
Common Stock	05/04/2005		S		100	D	\$102.95	54,580	D	
Common Stock	05/04/2005		S		200	D	\$102.97	54,380	D	
Common Stock	05/04/2005		S		300	D	\$103	54,080	D	
Common Stock	05/04/2005		S		3,500	D	\$103.01	50,580	D	
Common Stock	05/04/2005		S		900	D	\$103.02	49,680	D	

**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				
Option (right to buy)	\$42	05/03/2005		M			31,500	(1)	01/18/2010	Common Stock	31,500	(2)	0	D	
Option (right to buy)	\$44.2063	05/03/2005		M			7,740	(1)	01/20/2008	Common Stock	7,740	(2)	0	D	
Option (right to buy)	\$49.5	05/03/2005		M			9,980	(1)	01/19/2009	Common Stock	9,980	(2)	0	D	
Option (right to buy)	\$65.8	05/03/2005		M			1,520	(1)	01/16/2011	Common Stock	1,520	(2)	34,348	D	

Explanation of Responses:

1. Currently exercisable.
2. The option was granted under an employee stock option plan maintained by M&T Bank Corporation, and therefore the reporting person paid no price for the option.

Remarks:

This is the first of three Form 4 filings by the reporting person to report the reporting person's transactions that occurred on May 3 and May 4, 2005. Multiple Form 4 filings are required due to the SEC system limitations that do not allow more than 30 transactions to be reported in Table I.

By: Brian R. Yoshida, Esq. 05/05/2005
(Attorney-In-Fact)

** 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.

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