

---

---

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D. C. 20549

---

**FORM 8-K**

---

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): June 8, 2012**

---

**M&T BANK CORPORATION**

(Exact name of registrant as specified in its charter)

**New York**  
(State or other jurisdiction  
of incorporation)

**1-9861**  
(Commission  
File Number)

**16-0968385**  
(I.R.S. Employer  
Identification No.)

**One M&T Plaza, Buffalo, New York**  
(Address of principal executive offices)

**14203**  
(Zip Code)

**Registrant's telephone number, including area code: (716) 842-5445**

**(NOT APPLICABLE)**

(Former name or former address, if changed since last report)

---

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instructions A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e4(c) under the Exchange Act (17 CFR 240.13e-4(c))
- 
-

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

John D. Hawke, Jr. joined the Board of Directors of M&T Bank Corporation (“M&T”), effective June 8, 2012. Mr. Hawke was also elected as a director of M&T Bank, M&T’s principal banking subsidiary.

The public announcement was made by means of a news release, the text of which is set forth in Exhibit 99 hereto.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.

99 News Release dated June 13, 2012

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

M&T BANK CORPORATION

Date: June 13, 2012

By: /s/ Drew J. Pfirman

Drew J. Pfirman  
Senior Vice President  
and General Counsel

EXHIBIT INDEX

Exhibit No.

99

News Release dated June 13, 2012

INVESTOR CONTACT:

Donald J. MacLeod  
(716) 842-5138FOR IMMEDIATE RELEASE  
June 13, 2012

MEDIA CONTACT:

C. Michael Zabel  
(716) 842-5385**M&T Bank Corporation Announces Election of John D. Hawke, Jr. to its  
Board of Directors**

BUFFALO, N.Y. — M&T Bank Corporation (NYSE: MTB) (“M&T”) announced today the election of John D. Hawke, Jr. to its Board of Directors. Mr. Hawke, who is known as “Jerry,” was also appointed as a director of the Board of Directors of M&T Bank, M&T’s principal banking subsidiary.

Mr. Hawke is a partner with the Washington, D.C.-based law firm Arnold & Porter, LLP, where he previously served as chair of the firm and established one of the nation’s premier financial services practices. He also has extensive experience in financial regulation in the public sector, having served as the Comptroller of the Currency for six years, a member of the Board of Directors of the Federal Deposit Insurance Corporation, Under Secretary of the Treasury for Domestic Finance, and as General Counsel to the Board of Governors of the Federal Reserve System.

“We are pleased to welcome Jerry as a member of our board,” said Robert G. Wilmers, M&T Chairman and CEO. “He brings a wealth of experience in financial institutions and risk management practices that will inform our discussions. Jerry will assist us in continuing the prudent risk management philosophy that has been a vital factor in our long history of strength and stability. We will value his perspective as we continue to guide the company’s direction.”

M&T is a financial holding company headquartered in Buffalo, New York. M&T’s principal banking subsidiary, M&T Bank, operates banking offices in New York, Pennsylvania, Maryland, Virginia, West Virginia, Delaware and the District of Columbia. Trust-related services are provided by M&T’s Wilmington Trust-affiliated companies and by M&T Bank.

#####