

**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*<br><u>PEARSON KEVIN J</u><br><br>(Last) (First) (Middle)<br>350 PARK AVENUE<br>6TH FLOOR<br><br>(Street)<br>NEW YORK NY 10022<br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>M&amp;T BANK CORP [ MTB ]</u> | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br>Director 10% Owner<br>X Officer (give title below) Other (specify below)<br><u>Executive Vice President</u> |
|  | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>01/29/2010</u>           |   |
|  |   | 6. Individual or Joint/Group Filing (Check Applicable Line)<br>X Form filed by One Reporting Person<br>Form filed by More than One Reporting 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) | 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                    | 01/29/2010                           |  | A <sup>(1)</sup>               |   | 4,475 <sup>(2)</sup>  | A <sup>(1)</sup> | \$0.00 <sup>(3)</sup> | 33,541  | D  |   |
| Common Stock                    |                                      |  |                                |   |   |                  |                       | 2,204   | I  | By 401(k) Plan <sup>(4)</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. 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 |   |  |  |   |  |
| Phantom Common Stock Units                 | (5)  |                                      |  |                                |   |  |     | (5)  | (5)             | Common Stock  | (5)  | 772  | I   | Supplemental 401(k) Plan <sup>(4)</sup>                |

**Explanation of Responses:**

- The reported transaction involves an award of restricted stock under the M&T Bank Corporation 2009 Equity Incentive Compensation Plan.
- The restricted stock award includes a total of 4,475 shares. 1,342 shares of the restricted stock award will vest on January 29, 2012; an additional 1,343 shares will vest on January 29, 2013; and the remaining 1,790 shares will vest on January 29, 2014. The restricted stock award may also be subject to restrictions on transfer upon vesting. For more information, please see the Current Report on Form 8-K filed by M&T Bank Corporation on January 25, 2010.
- The restricted stock was granted under an incentive compensation plan maintained by M&T Bank Corporation, and therefore the reporting person paid no price for the shares.
- The information presented is as of December 31, 2009.
- 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 represented a like number of shares of M&T Bank Corporation common stock. The phantom common stock units may only be settled in cash and distributed in accordance with the terms of the plan. The reported phantom common stock units also included units acquired through the dividend reinvestment feature of the plan.

**Remarks:**

By: Brian R. Yoshida, Esq. 02/02/2010  
 (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.

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.