

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* SADLER ROBERT E JR <hr/> (Last) (First) (Middle) ONE M&T PLAZA <hr/> (Street) BUFFALO NY 14203-2399 <hr/> (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) President and C.E.O. | |
| | | | 3. Date of Earliest Transaction (Month/Day/Year) 11/28/2006 | | | |
| | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | |
| | | | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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 | 11/29/2006 | | S | | 1,000 | D | \$118 | 275,412 | D | |
| Common Stock | 11/29/2006 | | S | | 500 | D | \$118.04 | 274,912 | D | |
| Common Stock | 11/29/2006 | | S | | 500 | D | \$118.13 | 274,412 | D | |
| Common Stock | 11/29/2006 | | S | | 1,000 | D | \$118.15 | 273,412 | D | |
| Common Stock | 11/29/2006 | | S | | 500 | D | \$118.17 | 272,912 | D | |
| Common Stock | 11/29/2006 | | S | | 500 | D | \$118.32 | 272,412 | D | |
| Common Stock | 11/29/2006 | | S | | 2,100 | D | \$118.4 | 270,312 | D | |
| Common Stock | 11/29/2006 | | S | | 500 | D | \$118.41 | 269,812 | D | |
| Common Stock | 11/29/2006 | | S | | 300 | D | \$118.42 | 269,512 | D | |
| Common Stock | 11/29/2006 | | S | | 100 | D | \$118.43 | 269,412 | D | |
| Common Stock | 11/29/2006 | | S | | 700 | D | \$118.44 | 268,712 | D | |
| Common Stock | 11/29/2006 | | S | | 1,000 | D | \$118.45 | 267,712 | D | |
| Common Stock | 11/29/2006 | | S | | 1,000 | D | \$118.46 | 266,712 | D | |
| Common Stock | 11/29/2006 | | S | | 1,126 | D | \$118.49 | 265,586 | D | |
| Common Stock | 11/29/2006 | | S | | 700 | D | \$118.5 | 264,886 | D | |
| Common Stock | 11/29/2006 | | S | | 1,700 | D | \$118.51 | 263,186 | D | |
| Common Stock | 11/29/2006 | | S | | 200 | D | \$118.52 | 262,986 | D | |
| Common Stock | 11/29/2006 | | S | | 2,100 | D | \$118.53 | 260,886 | D | |
| Common Stock | 11/29/2006 | | S | | 1,000 | D | \$118.54 | 259,886 | D | |
| Common Stock | 11/29/2006 | | S | | 200 | D | \$118.56 | 259,686 | D | |
| Common Stock | 11/29/2006 | | S | | 100 | D | \$118.57 | 259,586 | D | |
| Common Stock | 11/29/2006 | | S | | 2,500 | D | \$118.6 | 257,086 | D | |
| Common Stock | 11/29/2006 | | S | | 300 | D | \$118.62 | 256,786 | D | |
| Common Stock | 11/29/2006 | | S | | 700 | D | \$118.63 | 256,086 | D | |
| Common Stock | 11/29/2006 | | S | | 1,200 | D | \$118.64 | 254,886 | D | |
| Common Stock | 11/29/2006 | | S | | 1,000 | D | \$118.65 | 253,886 | D | |
| Common Stock | 11/29/2006 | | S | | 500 | D | \$118.68 | 253,386 | D | |
| Common Stock | 11/29/2006 | | S | | 1,000 | D | \$118.75 | 252,386 | D | |
| Common Stock | 11/29/2006 | | S | | 500 | D | \$118.8 | 251,886 | D | |
| Common Stock | 11/29/2006 | | S | | 500 | D | \$118.84 | 251,386 | 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 | | | | | |

Explanation of Responses:

Remarks:

This is the second of three Form 4 filings by the reporting person to report the reporting person's transactions that occurred on November 28, 2006 and November 29, 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.
(Attorney-In-Fact)

11/30/2006

** 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.