

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON MARCH 7, 2001

REGISTRATION NO. 333- 48946

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 2 ON FORM S-8 TO REGISTRATION STATEMENT
ON FORM S-4 UNDER THE SECURITIES ACT OF 1933

M&T BANK CORPORATION

(Exact name of registrant as specified in its charter)

New York

16-0968385

(State or other jurisdiction of
incorporation or organization)

(I.R.S. Employer
Identification No.)

ONE M&T PLAZA
BUFFALO, NEW YORK 14203

(Address, including zip code, of principal executive offices)

PROGRESSIVE BANK, INC. 1993 NON-QUALIFIED STOCK OPTION PLAN FOR DIRECTORS
PREMIER NATIONAL BANCORP, INC. 1995 INCENTIVE STOCK PLAN (AS AMENDED AND
RESTATED EFFECTIVE MAY 13, 1999)
PROGRESSIVE BANK, INC. 1997 EMPLOYEE STOCK OPTION PLAN
PROGRESSIVE BANK, INC. INCENTIVE STOCK OPTION PLAN AMENDED AND RESTATED

(Full title of the plans)

RICHARD A. LAMMERT, ESQUIRE
SENIOR VICE PRESIDENT AND GENERAL COUNSEL
M&T BANK CORPORATION
ONE M&T PLAZA
BUFFALO, NEW YORK 14203

(Name and address of agent for service)

(716) 842-5390

(telephone number, including area code, of agent for service)

COPY TO:
STEVEN KAPLAN, ESQ.
ARNOLD & PORTER
555 12TH STREET, N.W.
WASHINGTON, D.C. 20004
(202) 942-5998

PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

This Post-Effective Amendment No. 2 on Form S-8 to the Registration Statement on Form S-4 (File No. 333-48946) (the "Registration Statement") of M&T Bank Corporation is being filed to reflect the fact that certain of the 224,800 shares of M&T common stock registered under the Post-Effective Amendment No. 1 on Form S-8 to the Registration Statement relate to options offered under an additional plan, the Progressive Bank, Inc. 1997 Employee Stock Option Plan, not listed in Post-Effective Amendment No. 1.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, M&T certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 2 on Form S-8 to Registration Statement on Form S-4 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Buffalo, State of New York, on March 7, 2001.

M&T BANK CORPORATION

By: /s/ Michael P. Pinto

 Michael P. Pinto
 Executive Vice President and
 Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 2 on Form S-8 to Registration Statement on Form S-4 has been signed by the following persons in the capacities indicated on March 7, 2001:

Signature	Title
* ----- Robert G. Wilmers	Chairman of the Board, President and Chief Executive Officer (Principal Executive Officer)
/s/ Michael P. Pinto ----- Michael P. Pinto	Executive Vice President and Chief Financial Officer (Principal Financial Officer)
/s/ Michael R. Spychala ----- Michael R. Spychala	Senior Vice President and Controller (Principal Accounting Officer)
* ----- William F. Allyn	Director
* ----- Brent D. Baird	Director
* ----- John H. Benisch	Director

* ----- Robert J. Bennett	Director
* ----- C. Angela Bontempo	Director
* ----- Robert T. Brady	Director
* ----- Patrick J. Callan	Director
----- Carl L. Campbell	Vice Chairman of the Board
* ----- R. Carlos Carballada	Director
----- T. Jefferson Cunningham III	Director
----- Donald Devorris	Director
* ----- Richard E. Garman	Director
* ----- James V. Glynn	Director
* ----- Daniel R. Hawbaker	Director
* ----- Patrick W.E. Hodgson	Director
* ----- Samuel T. Hubbard, Jr.	Director
* ----- Richard G. King	Director
* ----- Reginald B. Newman, II	Director
* ----- Peter J. O'Donnell, Jr.	Director

INDEX TO EXHIBITS

- Exhibit 4.1 Progressive Bank, Inc. 1993 Non-Qualified Stock Option Plan for Directors, incorporated by reference to Exhibit 10.9 to the Annual Report on Form 10-K, for the fiscal year ended December 31, 1994, file No. 0-15025, of Progressive Bank, Inc.
- Exhibit 4.2 Premier National Bancorp, Inc. 1995 Incentive Stock Plan (as amended and restated effective May 13, 1999), incorporated by reference to Exhibit 10.4 to Premier's Annual Report on Form 10-K for the year ended December 31, 1999, file No. 1-13213.
- Exhibit 4.3 Progressive Bank, Inc. 1997 Employee Stock Option Plan, incorporated by reference to Exhibit 99.1 to the Form S-8 Registration Statement under the Securities Act of 1933, file No. 333-25931, of Progressive Bank, Inc., filed on April 25, 1997.
- Exhibit 4.4 Progressive Bank, Inc. Incentive Stock Option Plan Amended and Restated, incorporated by reference to Exhibit 10-2 to the Annual Report on Form 10-K, file No. 0-15025 of Progressive Bank Inc., filed on March 22, 1988.
- Exhibit 5 Opinion of Richard A. Lammert, Esq., filed herewith.
- Exhibit 23.1 Consent of Richard A. Lammert, Esq., included in the opinion filed as Exhibit 5 hereto.
- Exhibit 23.2 Consent of PricewaterhouseCoopers LLP, previously filed.
- Exhibit 23.3 Consent of Ernst & Young LLP, previously filed.
- Exhibit 24 Powers of Attorney of certain directors and officers of M&T, previously filed as Exhibit 24 to the Registration Statement on Form S-4 (File No. 333-48946) by M&T Bank Corporation.

M&T Bank Corporation
One M&T Plaza
Buffalo, New York 14203

March 7, 2001

Board of Directors
M&T Bank Corporation
One M&T Plaza
Buffalo, New York 14203

Ladies and Gentlemen:

Reference is made to the Post-Effective Amendment No. 1 and 2 on Form S-8 to the Registration Statement on Form S-4 (File No. 333-48946) (the "Registration Statement") of M&T Bank Corporation (the "Corporation") related to 224,800 shares of the Corporation's common stock, par value \$0.50 per share ("Common Stock"), which are to be offered pursuant to stock options granted under the following stock option plans (the "Plans"), plus the number of shares, if any, that may be granted under reload rights contained in certain options granted under the Plans:

- Progressive Bank, Inc. 1993 Non-Qualified Stock Option Plan for Directors
- Premier National Bancorp, Inc. 1995 Incentive Stock Plan (as amended and restated effective May 13, 1999)
- Progressive Bank, Inc. 1997 Employee Stock Option Plan
- Progressive Bank, Inc. Incentive Stock Option Plan Amended and Restated

I have been requested to furnish an opinion to be included as Exhibit 5 to the Registration Statement. In conjunction with the furnishing of this opinion, I have examined such corporate documents and have made such investigation of matters of fact and law as I have deemed necessary to render this opinion.

I am admitted to practice law in the State of New York and do not purport to be an expert on or to express any opinion on any laws other than the laws of the State of New York and the federal laws of the United States of America. This opinion speaks as of today's date and is limited to present statutes, regulations and judicial interpretations. In rendering this opinion, I assume no obligation to revise or supplement this opinion should the present laws be changed by legislative or regulatory action, judicial decision or otherwise.

Based upon such examination and investigation, and upon the assumptions that there will be no material changes in the documents examined and matters investigated and that at the time of issuance there will be authorized but unissued shares of Common Stock available to the Corporation in sufficient amounts, I am of the opinion that the shares of Common Stock referred to above have been duly authorized by the Corporation and that, when issued in accordance with the terms of the Plans and for an amount that is not less than the applicable par value of the Common Stock at the time of issuance, will be legally issued, fully paid and non-assessable. I consent to the filing of this opinion as Exhibit 5 to the Registration Statement.

This letter does not address any matters other than those expressly addressed herein. This letter is given for your sole benefit and use. No one else is entitled to rely hereupon.

Very truly yours,

/s/ Richard A. Lammert

Richard A. Lammert
Senior Vice President and General Counsel

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