FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL								
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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

1. Name and Address of Reporting Person* COLLINS ATWOOD III					2. Issuer Name and Ticker or Trading Symbol M&T BANK CORP [MTB]								heck al ا ر	l applicable) Director	10%			
(Last) (First) (Middle) 25 SOUTH CHARLES STREET					3. Date of Earliest Transaction (Month/Day/Year) 05/18/2012										pelow)	below	below)	
22ND FLOOR (Street) BALTIMORE MD 21201 (City) (State) (Zip)							4. If Amendment, Date of Original Filed (Month/Day/Year)							Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person				
	Tabl	le I - No	n-Deriv	ative	Sec	curitie	s Acc	quired	, Dis	posed o	f, or	Ben	eficia	ally O	wned			
Date					Execution Date,							d 5) Se B	ecurities eneficially wned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership			
									v	Amount	Amount (A) (D)		Price	Tr	ansaction(s)		(Instr. 4)	
Common Stock 05/18/2							2012			238.27	8.27 A ⁽¹⁾ S		\$0.0	0(2)	125,252.09	D		
Common Stock 05/18/2						2012		F		75	5 D \$		\$80	.71	125,177.09	D		
	Та													y Own	ied			
	ersion Date Execution (Month/Day/Year) Execution if any (Month/I		n Date, Trans Code			of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		Expiration (Month/I	on Dat	te ear)	Amou		ount	Derivat Securit	ive derivative y Securities Beneficially Owned Following Reported	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
	(FTH CHARL LOOR TORE M (S Security (Ins Stock Stock Conversion or Exercise Price of Derivative	(First) (CH CHARLES STREET LOOR (State) (Conversion or Exercise Price of Derivative (Month/Day/Year)	(First) (Middle) TH CHARLES STREET LOOR TORE MD 21201 (State) (Zip) Table I - No Security (Instr. 3) Stock Stock Table II - (Month/Day/Year) 2. Conversion or Exercise Price of Derivative (Month/Day/Year) Table II - (Month/Day/Year)	(First) (Middle) TH CHARLES STREET LOOR Table I - Non-Derive Security (Instr. 3) Stock Stock Table II - Derivate (e.g., properties of Derivative price of Derivative (Month/Day/Year) 2. (Conversion or Exercise Price of Derivative) (First) (Middle) (Zip) Table I - Non-Derive (Amount of Derivative) 3. Transaction Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year)	NS ATWOOD III (First) (Middle) TH CHARLES STREET LOOR (State) (Zip) Table I - Non-Derivative Security (Instr. 3) Stock O5/18/2012 Table II - Derivative S (e.g., puts, concerning or Exercise Price of Derivative (Month/Day/Year) 2. Transaction Date (Month/Day/Year) Show the concerning of Exercise Price of Derivative (Month/Day/Year) A Deemed Execution Date, if any (Month/Day/Year) (Month/Day/Year) A Deemed Execution Date, if any (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) A Deemed Execution Date, if any (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)	(First) (Middle) CH CHARLES STREET LOOR Table I - Non-Derivative Security (Instr. 3) Stock Stock O5/18/2012 Table II - Derivative Security (e.g., puts, calls. Month/Day/Year) Table II - Derivative Security (Month/Day/Year) 3. Date of O5/18/2012 Table II - Derivative Security (Month/Day/Year) A. If Americal Stock O5/18/2012 Table II - Derivative Security (e.g., puts, calls. Month/Day/Year) A. If Americal Stock O5/18/2012 Table II - Derivative Security (e.g., puts, calls. Month/Day/Year) A. Deemed Execution Date, if any (Month/Day/Year) (Month/Day/Year)	M&T BAN M&T BAN M&T BAN	M&T BANK CO (First) (Middle) (First) (Middle) (State) (Zip) Table I - Non-Derivative Securities Accurity (Instr. 3) Stock Stock 12. Transaction Date (Month/Day/Year) Stock 13. Date of Earliest Trans (05/18/2012) 4. If Amendment, Date of Execution Date, if any (Month/Day/Year) Stock 15. Number of Date (e.g., puts, calls, warrants, (Month/Day/Year) Table II - Derivative Securities Acquired (e.g., puts, calls, warrants, (Month/Day/Year) Stock 15. Number of Date (A) or Disposed of (D) (Instr. 3, 4 and 5)	M&T BANK CORP [(First) (Middle) (First) (Middle) (State) (Zip) Table I - Non-Derivative Securities Acquired Security (Instr. 3) Table I - Non-Derivative Securities Acquired (Month/Day/Year) Stock O5/18/2012 A(I) Table II - Derivative Securities Acquired Stock O5/18/2012 F Table II - Derivative Securities Acquired, Date (e.g., puts, calls, warrants, option or Exercise Price of Derivative Security (Month/Day/Year) A(I) Stock Stock O5/18/2012 F Table II - Derivative Securities Acquired, Date (e.g., puts, calls, warrants, option or Exercise (Month/Day/Year) (Month/Day/Year) A(I) Stock Stock O5/18/2012 F Date Geg., puts, calls, warrants, option (A) or Disposed of (D) (Instr. 3, 4 and 5) Date Date	M&T BANK CORP [MTE (First) (Middle) CH CHARLES STREET LOOR (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of CD perivative Securities Acquired, Disposed of Operivative Securities Acquired, Disposed of Operivative Securities Acquired (A) or Date (Month/Day/Year) Table III - Derivative Securities Acquired, Disposed of Operivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) M&T BANK CORP [MTE M&T BANK CORP [MTE 3. Date of Earliest Transaction (Month/Day/Year) 2. Transaction Date (Month/Day/Year) Stock 2. Transaction Date (P. J. Park (P. J	M&T BANK CORP [MTB] (First) (Middle) TH CHARLES STREET LOOR Table I - Non-Derivative Securities Acquired, Disposed of Code (Instr. B) Security (Instr. 3) Table I - Non-Derivative Securities Acquired, Disposed of Code (Instr. B) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) Stock D5/18/2012 A(1) 238.27 Table II - Derivative Securities Acquired, Disposed of Code (Instr. B) Table II - Derivative Securities Acquired, Disposed of Code (Instr. B) Table II - Derivative Securities Acquired, Disposed of (e.g., puts, calls, warrants, options, convertibe of Code (Instr. B) Table II - Derivative Securities Acquired, Disposed of (Instr. B) Table II - Derivative Securities Acquired, Disposed of (Instr. B) Table II - Derivative Securities Acquired, Disposed of (Instr. B) Table II - Derivative Securities Acquired, Disposed of (Instr. B) Table II - Derivative Securities Acquired, Disposed of (Instr. B) Date Exercisable and Expiration Date (Instr. B) Date Exercisable and Expiration	M&T BANK CORP [MTB] (First) (Middle) TH CHARLES STREET LOOR (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Security (Instr. 3) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) Stock 05/18/2012	M&T BANK CORP MTB	M&T BANK CORP MTB M&T BANK CORP MTB MTB	M&T BANK CORP MTB	M&T BANK CORP [MTB]	M&T BANK CORP [MTB] (First) (Middle) (First) (Month/Day/Year) (First) (Middle) (First) (Month/Day/Year) (First) (Month/Day/Year) (Month/Day	

Explanation of Responses:

1. The reported transaction involves an award of fully vested restricted stock issued under the M&T Bank Corporation 2009 Equity Incentive Compensation Plan and represents a portion of the reporting person's salary. The restricted stock will be subject to restrictions on transfer such that each executive may not sell, transfer or otherwise dispose of any of the shares received as stock salary until the earlier of (a) the date that M&T Bank Corporation repays Treasury's Capital Purchase Program investment made under the Troubled Asset Relief Program, or (b) January 1, 2014.

2. The restricted stock was granted under an equity incentive compensation plan maintained by M&T Bank Corporation, and therefore the reporting person paid no price for the restricted stock.

Remarks:

By: Andrea R. Kozlowski, Esq. (05/22/2012) (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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