SEC Form 4

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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to
Section 16. Form 4 or Form 5
obligations may continue. See
Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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 OMB Number: 3235-0287 Estimated average burden

l	hours per response:	0.5
I	Estimated average burden	

1. Name and Addr	1 0	Person*	2. Issuer Name and Ticker or Trading Symbol <u>M&T BANK CORP</u> [MTB]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owne				
(Last) ONE M&T PL) (First) (Middle) E M&T PLAZA		3. Date of Earliest Transaction (Month/Day/Year) 10/21/2016	X	Officer (give title below) Executive Vice	Other (specify below) President			
(Street) BUFFALO NY 14203 (City) (State) (Zip)			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line) X	,				

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. Transa Code (8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)		(1150.4)
Common Stock	10/21/2016		S		2,000	D	\$ 118.7196 ⁽¹⁾	15,306.97	D	
Common Stock								5,208	Ι	401(k) Plan ⁽²⁾
Common Stock								699.391 ⁽³⁾⁽⁴⁾	Ι	By IRA

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. Transa Code (8)		of		6. Date Exerc Expiration Da (Month/Day/Y	ate	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	Title	Amount or Number of Shares				
Phantom Common Stock Units	(5)							(5)	(5)	Common Stock	(5)		3,164	Ι	Supplemental 401 (k) Plan ⁽²⁾

Explanation of Responses:

1. This transaction was executed in multiple trades at prices ranging from \$118.59 to \$118.924. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

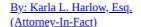
2. The information presented is as of September 30, 2016.

3. Includes 8.48 shares acquired between April 1, 2016 and September 30, 2016 through the reporting person's participation in a dividend reinvestment plan meeting the requirements of Rule 16a-11. 4. The holdings have been adjusted to reflect the reporting person transferring 690.911 shares of MTB common stock to his former spouse pursuant to a domestic relations order. The reporting person no longer

reports as beneficially owned any securites owned by his former spouse.

5. 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 represent a like number of shares of M&T Bank Corporation common stock. The phantom common stock units may only be settled in cash upon distribution in accordance with the terms of the plan. The reported phantom common stock units also include units acquired through the dividend reinvestment feature of the plan.

Remarks:



10/24/2016

Date

** Signature of Reporting Person

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

 \ast 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.