SEC Form 4

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
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1. Name and Add Coletti Jano	dress of Reporting <u>et M.</u>	Person*	2. Issuer Name and Ticker or Trading Symbol <u>M&T BANK CORP</u> [MTB]	(Check all a Dir	rector	10% Owner
(Last) ONE M&T P	(First) (Middle) PLAZA		3. Date of Earliest Transaction (Month/Day/Year) 06/09/2017		ficer (give title low) Executive Vice	Other (specify below) President
(Street) BUFFALO (City)	NY (State)	14203 (Zip)	4. If Amendment, Date of Original Filed (Month/Day/Year)	Line) X Fo Fo	l or Joint/Group Filin orm filed by One Rep orm filed by More tha erson	0

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)				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	06/09/2017		М		11,672	A	\$91.28	21,883	D	
Common Stock	06/09/2017		F		611	D	\$163.36	21,272	D	
Common Stock	06/09/2017		S		10,577	D	\$162.9906(1)	10,695	D	
Common Stock								2,639	I	By 401(k) Plan ⁽²⁾

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)			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	Title	Amount or Number of Shares				
Option (right to buy)	\$91.28	06/09/2017		М			11,672	(3)	01/31/2018	Common Stock	11,672	\$0.00 ⁽⁴⁾	0	D	
Phantom Common Stock Units	(5)							(5)	(5)	Common Stock	(5)		1,270	I	Supplemental 401(k) Plan ⁽²⁾

Explanation of Responses:

1. This transaction was executed in multiple trades at prices ranging from \$162.52 to \$163.38. 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.

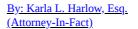
2. The information presented is as of March 31, 2017.

3. Currently exercisable.

4. The option was granted under an employee stock option plan maintained by M&T Bank Corporation, and therefore the reporting person paid no price for the option.

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:



** Signature of Reporting Person

06/12/2017

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.