FORM 4

obligations may continue. See Instruction 1(b).

Check this box if no longer subject to Section 16. Form 4 or Form 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT	OF C	HANGES	IN BEN	EFICIAL	OWNERS	HIP

OMB APPROVAL OMB Number: Estimated average burden hours per response: 0.5

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* <u>HODGSON PATRICK W E</u>					2. Issuer Name and Ticker or Trading Symbol M&T BANK CORP [MTB]										p of Reporting Person(s blicable) ctor 1		()	s) to Issuer L0% Owner	
(Fir RD ROA	· ·	Middle)			3. Date of Earliest Transaction (Month/Day/Year) 10/01/2009									Offic belov	cer (give title		Other (specify below)		
A6		M5R 2I	K2	4. If	4. If Amendment, Date of Original Filed (Month/Day/Year)								6. Indi Line) X	,					
	Tabl	e I - N	on-Deriv	ative	Sec	uritie	s Ac	quire	d, Di	sposed o	f, or E	enefic	ially	Owne	ed				
1. Title of Security (Instr. 3)		Date	th/Day/Year) Exec		xecution Date, any		3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 a 5)		ed (A) or tr. 3, 4 an	Beneficially Owned Following		s lly ollowing	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	Ti	ransacti	on(s)			(111501.4)	
Common Stock			10/01/2009					A ⁽¹⁾		148	A	\$62.3	32	2 4,047		D			
Common Stock													45,000			I	By Cinnamon Investments Limited		
ock														6,0	00		I	By Wife ⁽²⁾	
	Та	ble II												wned					
Derivative Conversion Date Executive Security Or Exercise (Month/Day/Year) if any		ion Date, Transaction Code (Instr.		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)			Amoun or Numbe		Deri Sec (Ins	Derivative Security Instr. 5)	derivative Securities Beneficially Owned Following Reported Transaction	e es ally g	Ownersh Form: Direct (D or Indire (I) (Instr.	Beneficial Ownership ct (Instr. 4)			
ock	version tercise e of vative	Ta version Date (Month/Day/Year) eactive	Table II Table II Persion Date Execution Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)	Table II - Derivat (e.g., pi rersion late (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year) (Month/Day/Year)	Table II - Derivative S (e.g., puts, c rersion Date (Month/Day/Year) 3. 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Explanation of Responses:

- 1. This transaction represents stock received by the reporting person in lieu of cash fees pursuant to the M&T Bank Corporation 2008 Directors' Stock Plan.
- 2. The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for the purposes of Section 16 or for any other purpose.

Remarks:

By: Brian R. Yoshida, Esq. (Attorney-In-Fact)

10/05/2009

** 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.