

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

<b>1. Name and Address of Reporting Person*</b> <u>HICKEY BRIAN E</u>  (Last) (First) (Middle) <u>255 EAST AVENUE</u>  (Street) <u>ROCHESTER NY 14604-2624</u>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b> <u>M&amp;T BANK CORP [ MTB ]</u>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Executive Vice President</u>
	<b>3. Date of Earliest Transaction (Month/Day/Year)</b> <u>11/09/2010</u>	
	<b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>	<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  <input checked="" type="checkbox"/> Form filed by One Reporting Person  Form filed by More than One Reporting Person

**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. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	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			
Common Stock	11/08/2010		G	V	1,100	D	\$0.00 <sup>(1)</sup>	61,248.12	D	
Common Stock	11/09/2010		M		363	A	\$65.8	61,611.12	D	
Common Stock	11/09/2010		M		8,117	A	\$68.31	69,728.12	D	
Common Stock	11/09/2010		S		8,480	D	\$80.7691 <sup>(2)</sup>	61,248.12	D	
Common Stock	11/11/2010		S		2,740	D	\$82.4	58,508.12	D	
Common Stock								1,647	I	By 401(k) Plan <sup>(3)</sup>

**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. Transaction Code (Instr. 8)		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						Amount or Number of Shares
Option (right to buy)	\$65.8	11/09/2010		M			363	(4)	01/16/2011	Common Stock	363	\$0.00 <sup>(5)</sup>	0	D	
Option (right to buy)	\$68.31	11/09/2010		M			8,117	(4)	02/20/2011	Common Stock	8,117	\$0.00 <sup>(5)</sup>	0	D	

**Explanation of Responses:**

- The reported transaction involves a transfer of securities by gift for which no payment of consideration was received by the reporting person.
- This transaction was executed in multiple trades at prices ranging from \$80.55 to \$80.91. 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.
- The information presented is as of September 30, 2010.
- Currently exercisable.
- The option was granted under an incentive compensation plan maintained by M&T Bank Corporation, and therefore the reporting person paid no price for the option.

**Remarks:**

By: Andrea R. Kozlowski, Esq. 11/12/2010  
 (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.

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.