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| OMB APPROVAL | |
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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

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|--|---|---|
| 1. Name and Address of Reporting Person* <u>JONES RENE F</u> (Last) (First) (Middle) <u>ONE M&T PLAZA</u> (Street) <u>BUFFALO NY 14203-2399</u> (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>M&T BANK CORP [MTB]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chairman of the Board and CEO</u> |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>02/10/2023</u> | |
| | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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 | 02/10/2023 | | A ⁽¹⁾ | | 4,879 | A ⁽¹⁾ | \$0.00 ⁽²⁾ | 86,925.79 | D | |
| Common Stock | 02/10/2023 | | F ⁽³⁾ | | 2,503 | D | \$159.02 | 84,422.79 | D | |
| Common Stock | | | | | | | | 422.1081 | I | By Daughter ⁽⁴⁾ |
| Common Stock | | | | | | | | 422.1081 | I | By Daughter ⁽⁴⁾ |
| Common Stock | | | | | | | | 5,481 | I | By 401(k) Plan ⁽⁵⁾ |

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) |
|--|--|--------------------------------------|--|--------------------------------|--|--|-----------------|---|--|--|---|--|
| | | | | | | Date Exercisable | Expiration Date | | | | | |
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Explanation of Responses:

- Shares issued pursuant to performance-vested stock units (including 469 shares issued for related dividend equivalent units) that were granted to the reporting person on February 5, 2020 under the M&T Bank Corporation 2019 Equity Incentive Compensation Plan (the "Plan") and were earned based on achievement against pre-established performance criteria for the three-year performance period ended December 31, 2022, as determined by the Company's Compensation and Human Capital Committee on February 10, 2023.
- The performance-vested stock units were granted under the Plan and therefore the reporting person paid no price for the performance-vested stock units.
- Shares withheld for taxes upon the settlement in shares of performance-vested stock units previously granted to the reporting person.
- These shares are owned by the daughter of the reporting person through a custodial account under the Uniform Gifts to Minors Act for which the reporting person is custodian.
- The information presented is as of December 31, 2022.

Remarks:

By: Stephen T. Wilson, Esq. 02/14/2023
 (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.