FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	

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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

(Last) (First) (Middle) ONE M&T PLAZA 3. Date of Earliest Transaction (Month/Day/Year) (D1/16/2004 4. If Amendment, Date of Original Filed (Month/Day/Year) (Street) BUFFALO NY 14203-2399 (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of Security (Instr. 3) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 3. Date of Earliest Transaction (Month/Day/Year) 4. If Amendment, Date of Original Filed (Month/Day/Year) 5. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by More than 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) in Transaction Date Date Date Date Date Date Date Date	1. Name and Address of Reporting Person* CZARNECKI MARK J			er Name and Ticke Γ BANK CO	r or Tra <mark>RP</mark> []	ding S	Symbol]		Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner						
Martin M					ction (M	onth/[Day/Year)	X	below)						
Table 1 - Non-Derivative Securities Accounted 1 - Title of Security (nets: 3) Common Stock 12/18/2003 Common Stock 11/16/2004	BUFFALO NY 14203-2	4. If Ar	mendment, Date of	Original	Filed	(Month/Day/Y	Line)	Line) X Form filed by One Reporting Person Form filed by More than One Reporting							
2. Transaction 2.															
Date						, Dis					6 Ownership	7 Nature of			
Common Stock	1. The or security (insu. 3)	Date		Execution Date, if any	Code (Instr. 8)		Disposed Of	(A) or	3, 4 and 5)	Securities Beneficially Owned Following Reported Transaction(s)	Form: Direct (D) or Indirect	Indirect Beneficial Ownership			
Common Stock	Common Stock	12/18/2	2003							,	D				
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	Common Stock	01/16/2	2004		S		100	D	\$91.71	49,274	D				
Common Stock 01/16/2004 S 200 D \$91.74 48,974 D	Common Stock	01/16/2	2004		S		100	D	\$91.73	49,174	D				
	Common Stock	01/16/2	2004		S		200	D	\$91.74	48,974	D				

1. Title of Derivative Security (Instr. 3) 1. Title of Derivative Security	2. Conversion or Exercise Price of Derivative Conversion or Exercise	3. Transaction Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year)	(Month/Day/Year) 3A. Deemed Execution Date, if any	ivativ Transa • Old 8) 4. Transa Code (ection	ctinities Acquire (A) or Pinnative A) or Pinnative A) or Pinnative A, 4 Securities			isable and	of Benefichary of Securities. lenser Hypericative Specurity Prefite and Amount of Securities Underlying		Swiring of Derivative Security (Instr. 5) 8. Price of Derivative Security	9. Number of derivative Securities Beneficially 9. YILIFIDER of THE HOWEN SECURITIES SECURITIES SECURITIES SECURITIES SECURITIES	10. Ownership Form: Direct (D) of Indirect Owners (1) Form:	11. Nature of Indirect Beneficial Ownership Indirect Beneficial
(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	8) Code	V	Acquire Dispose (D) (Inst and 5)	d of	Date Exercisable	Expiration Date	Derivative (Instr. 3 ar	Security Amount or Number of Shayest	(Instr. 5)	Fellencially (s) (Wifed) Following Reported Transaction(s) (Instr. 4)	Direct (D) or Indirect (I) (Instr. 4)	Ownership (Instr. 4)
Phantom Common Stock -Units	(2)			Code	v	(A)	(D)	Date (2) Exercisable	Expi(2)tion Date	Common TiStock	or Number of (2) Shares		63	I	Supplemental 401(k) Plan ⁽³⁾
Option (right to buy)	\$44.2063	01/16/2004		M			32,740	(4)	01/20/2008	Common Stock	32,740	(5)	0	D	
Option (right to buy)	\$42	01/20/2004		M			2,380	(4)	01/18/2010	Common Stock	2,380	(5)	34,620	D	
Option (right to buy)	\$91.75	01/20/2004		A		45,936		(6)	01/20/2014	Common Stock	45,936	(5)	45,936	D	

Explanation of Responses:

- 1. The reported transaction involves a transfer of securities by gift for which no payment of consideration was received by the reporting person.
- 2. 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.
- 3. The information is reported as of September 30, 2003.
- 4. Currently exercisable.
- 5. 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.
- 6. The option included a total of 45,936 shares. 4,593 of the covered shares are exercisable on or after January 20, 2005; an additional 9,187 of the covered shares are exercisable on or after January 20, 2006; an additional 13,781 of the covered shares are exercisable on or after January 20, 2007; and the remaining 18,375 covered shares are exercisable on or after January 20, 2008.

Remarks:

This is the first of three Form 4s being filed by the reporting person to report the reporting person's transactions that occurred on various dates. Multiple Form 4 filings are required due to system limitations that do not allow more than 30 transactions to be reported in Table I.

By: Brian R. Yoshida, Esq. 01/21/2004 (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.