
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D. C. 20549**

**FORM 8-K
CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of
the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): February 28, 2007

M&T BANK CORPORATION

(Exact name of registrant as specified in its charter)

New York

(State or other jurisdiction of incorporation)

1-9861

(Commission File Number)

16-0968385

(I.R.S. Employer Identification No.)

One M&T Plaza, Buffalo, New York

(Address of principal executive offices)

14203

(Zip Code)

Registrant's telephone number, including area code: (716) 842-5445

(NOT APPLICABLE)

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instructions A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 7.01. Regulation FD Disclosure.

On February 28, 2007, representatives of M&T Bank Corporation (“M&T”) will deliver a presentation to investors and analysts at the Keefe, Bruyette & Woods 2007 Regional Bank Conference in Boston, MA. M&T’s presentation is scheduled to begin at 4:00 p.m. Eastern Time. A copy of this presentation is attached as Exhibit 99.

The information in this Form 8-K, including Exhibit 99 attached hereto, shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934 (the “Exchange Act”), or otherwise subject to the liability of such section, nor shall it be deemed incorporated by reference in any filing of M&T under the Securities Act of 1933 or the Exchange Act, regardless of any general incorporation language in such filing, unless expressly incorporated by specific reference in such filing.

Item 9.01. Financial Statements and Exhibits.

(c) Exhibits.

Exhibit No.
99 M&T Bank Corporation Presentation.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

M&T BANK CORPORATION

Date: February 28, 2007

By: /s/ René F. Jones
René F. Jones
Executive Vice President
and Chief Financial Officer

EXHIBIT INDEX

Exhibit No.
99 M&T Bank Corporation Presentation. Filed herewith.

A blue rectangular slide with white text. At the top and bottom of the slide are two horizontal lines, each composed of three segments in green, blue, and purple. The text is centered and reads:

Keefe, Bruyette & Woods
Regional Banking Conference
February 28, 2007



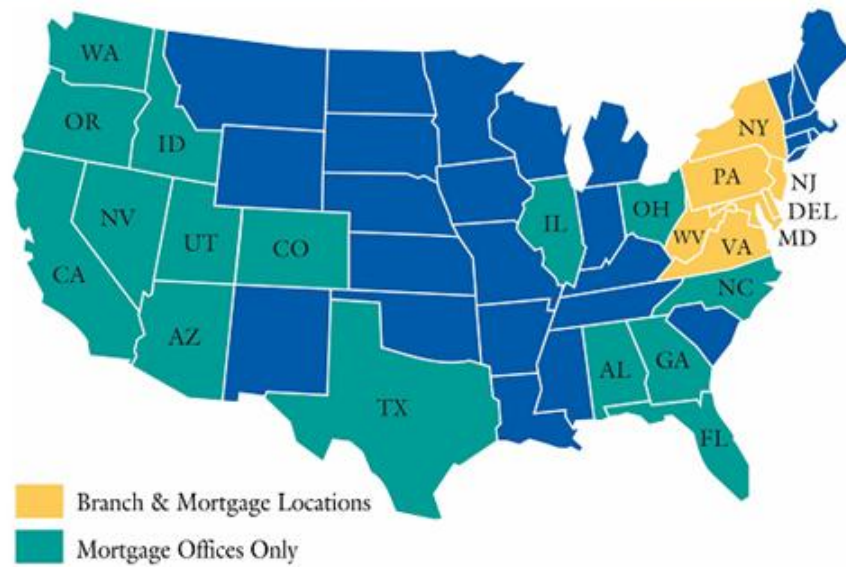
Disclaimer

This presentation contains forward looking statements within the meaning of the Private Securities Litigation Reform Act giving the Company's expectations or predictions of future financial or business performance or conditions. Forward-looking statements are typically identified by words such as "believe," "expect," "anticipate," "intend," "target," "estimate," "continue," "positions," "prospects" or "potential," by future conditional verbs such as "will," "would," "should," "could" or "may," or by variations of such words or by similar expressions. These forward-looking statements are subject to numerous assumptions, risks and uncertainties which change over time. Forward-looking statements speak only as of the date they are made and we assume no duty to update forward-looking statements.

In addition to factors previously disclosed in our SEC reports and those identified elsewhere in this presentation, the following factors among others, could cause actual results to differ materially from forward-looking statements or historical performance: changes in asset quality and credit risk; the inability to sustain revenue and earnings growth; changes in interest rates and capital markets; inflation; customer acceptance of M&T products and services; customer borrowing, repayment, investment and deposit practices; customer disintermediation; the introduction, withdrawal, success and timing of business initiatives; competitive conditions; the inability to realize cost savings or revenues or to implement integration plans and other consequences associated with mergers, acquisitions and divestitures; economic conditions; and the impact, extent and timing of technological changes, capital management activities, and other actions of the Federal Reserve Board and legislative and regulatory actions and reforms.

Annualized, pro forma, projected and estimated numbers are used for illustrative purpose only, are not forecasts and may not reflect actual results.

M&T - A Name known in Buffalo since 1856



- One of the 20 Largest U.S. Banks
- \$13.2 Billion Market Cap
- \$57.1 Billion in assets
- +670 branches in 7 States and the District of Columbia

- Serving customers in 2 million households and +150,000 businesses
- +13,300 employees
- +1,500 ATM's



Recent Financial Results

M&T Bank Corporation - Earnings Per Share Summary

(\$ in millions)

	<u>FY 2005</u>	<u>FY 2006</u>	<u>% Growth 2006 vs. 2005</u>
Net Operating Income ¹	\$ 817	\$ 881	8%
Net Operating EPS ¹	\$ 7.03	\$ 7.73	10%
GAAP Net Income	\$ 782	\$ 839	7%
GAAP EPS	\$ 6.73	\$ 7.37	10%

⁽¹⁾ Excludes merger-related costs and amortization expense associated with intangible assets.

*Intangible Amortization net of tax: Dec. 2005 YTD = \$35MM, Dec. 2006 YTD = \$38MM Merger-related costs net of tax: Dec. 2006 YTD = \$3MM

M&T Bank Corporation – Key Ratios

	2004	2005	2006
Net Interest Margin	3.88%	3.77%	3.70%
Return on Assets:			
Tangible (1)	1.59%	1.60%	1.67%
GAAP	1.40%	1.44%	1.50%
Return on Common Equity:			
Tangible (1)	28.76%	29.06%	29.55%
GAAP	12.67%	13.49%	13.89%
Equity to Assets - Tangible	5.46%	5.57%	5.84%
Efficiency Ratio - Tangible (1)	53.51%	51.20%	51.51%
Allowance to Loans (EOP)	1.63%	1.58%	1.51%
Net Charge-Offs to Avg. Loans	0.22%	0.19%	0.16%

(1) Excludes amortization related to intangible assets and merger-related expenses.

M&T Bank Corporation – Average Loans

(\$ in billions)

	<u>FY 2005</u>	<u>FY 2006</u>	<u>% Growth 2006 vs. 2005</u>
Commercial and Industrial	\$ 10.5	\$ 11.3	8%
Commercial Real Estate	14.3	15.1	5%
Residential Real Estate	3.9	5.0	28%
Consumer	10.8	10.0	-7%
Total Loans	<u>\$ 39.5</u>	<u>\$ 41.4</u>	<u>5%</u>

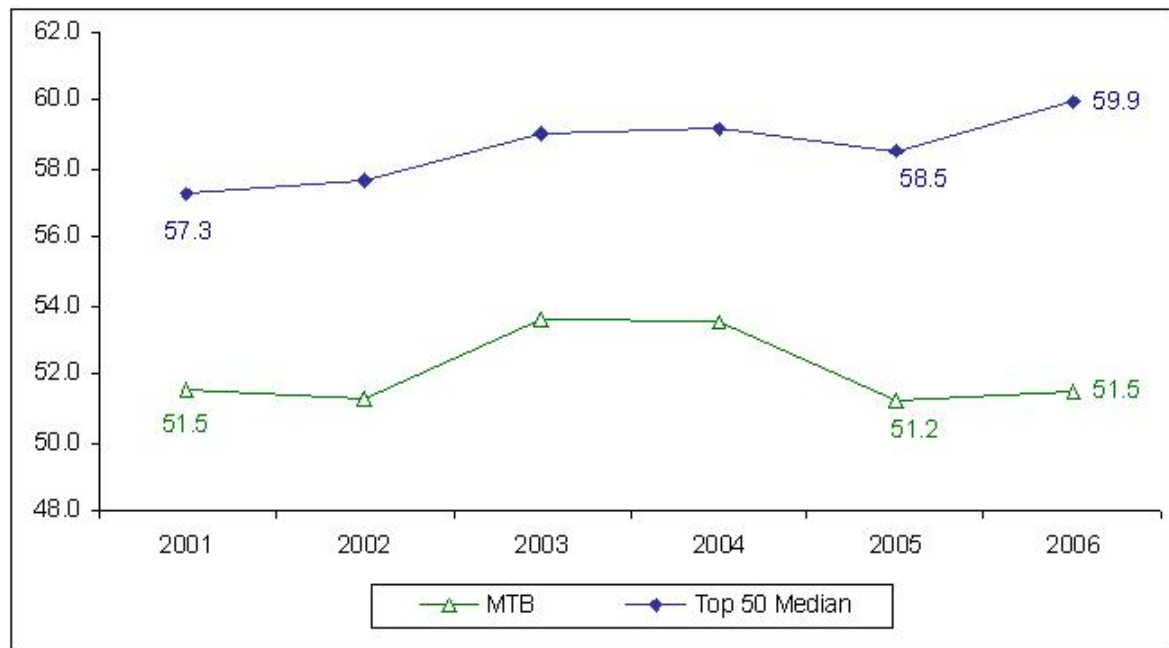
M&T Bank Corporation – Operating Expense Summary

(\$ in millions)

	FY 2005	FY 2006	% Growth 2006 vs. 2005
Salaries & Benefits	\$ 822	\$ 872	6%
Furniture Equip & Occupancy	173	169	-3%
Printing Postage & Supplies	34	34	0%
Other Costs of Operations	410	401	-2%
Subtotal	\$ 1,439	\$ 1,476	3%
Charitable Contribution	-	18	NA
Mtg. Impairment/(Reversal)	(11)	(10)	12%
Total Operating Expense ⁽¹⁾	\$ 1,428	\$ 1,484	4%

(1) Excludes intangible amortization and merger-related expenses.

Tangible Efficiency Ratio

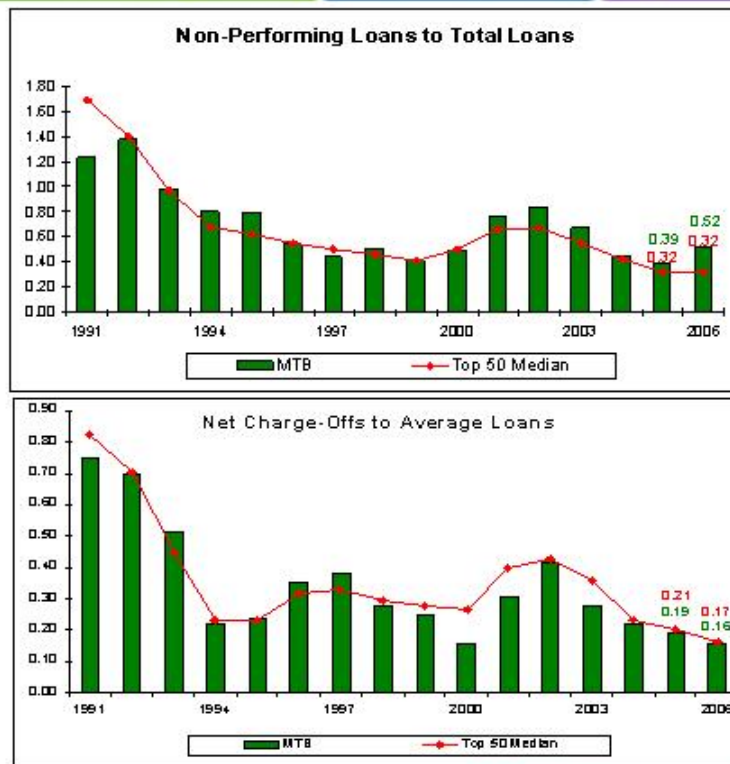


Note 1: Ratio excludes amortization expense associated with intangible assets, merger-related expenses, and GIL on investment securities.

Note 2: Top 50 banks based on asset size as of December 31, 2006.

Source: S&P Financial

Historical Credit Cycle – Annual Trend, 1991-2006



Source: SML Financial

Note: Top 50 banks based on asset size as of December 31, 2006.

Total Revenue & Net Operating Income by Region

(\$ in millions)

	Total Revenue		Net Operating Income ⁽⁵⁾	
	FY 2006	2006 vs. 2005 Growth %	FY 2006	2006 vs. 2005 Growth %
Upstate NY ⁽¹⁾	\$ 776	13%	\$ 268	24%
Metro ⁽²⁾	311	3%	121	2%
Pennsylvania ⁽³⁾	441	13%	133	25%
Mid-Atlantic ⁽⁴⁾	476	12%	152	22%
Multi-Region	871	2%	186	-1%
Subtotal	\$ 2,875	8%	\$ 861	14%
Other	8	-92%	19	-69%
Total	\$ 2,883	4%	\$ 881	8%

(1) Includes Buffalo, Rochester, Southern, Syracuse, Albany/H/D North

(2) Includes NYC, Philadelphia, Tarrytown

(3) Includes PA less Philadelphia

(4) Includes Baltimore, Washington DC, Chesapeake

(5) Excludes intangible amortization and merger-related expenses

Average Loan & Non-Wholesale Deposit Growth by Region

(\$ in millions)

	Total Loans		Non-Wholesale Deposits ⁽⁵⁾	
	FY 2006	2006 vs. 2005 Growth %	FY 2006	2006 vs. 2005 Growth %
Upstate NY ⁽¹⁾	\$ 8,990	4%	\$ 11,585	9%
Metro ⁽²⁾	7,416	3%	3,071	3%
Pennsylvania ⁽³⁾	6,283	8%	6,556	4%
Mid-Atlantic ⁽⁴⁾	4,637	7%	6,615	3%
Multi-Region	14,108	5%	3,378	0%
Total	\$ 41,433	5%	\$ 31,207	5%

(1) Includes Buffalo, Rochester, Southern, Syracuse, Albany/HVD North

(2) Includes NYC, Philadelphia, Tarrytown

(3) Includes PA less Philadelphia

(4) Includes Baltimore, Washington DC, Chesapeake

(5) Non-Wholesale Deposits exclude Foreign Deposits, Institutional CD's, Broker CD's and Broker Money Market.

Progress in Mid-Atlantic Markets

- 6 new locations / 59 new ATM sites in 2006
- 8% increase in “customer facing” employees
- 1 branch and 18 ATMs at Baltimore-Washington airport in late 2006 and 2007
- Additional branch openings / relocations in 2007



Investments

Opportunistic Investments

- Buffalo / Rochester retail branches
- Mid-Atlantic insurance agency (Hess, Egan)
- **Bayview Lending Group**

Investment in BLG

- **Recently purchased minority interest in Bayview Lending Group LLP (BLG)**
- **Small balance commercial lending origination and securitization**
- **Passive investment for M&T**

Investment in BLG

- **Financed with existing cash**
- **Use of equity method of accounting**
- **GAAP and Net Operating EPS impact:**
 - **Accretive over first twelve months**
 - **Dilutive over first 6 months**

2006 Summary

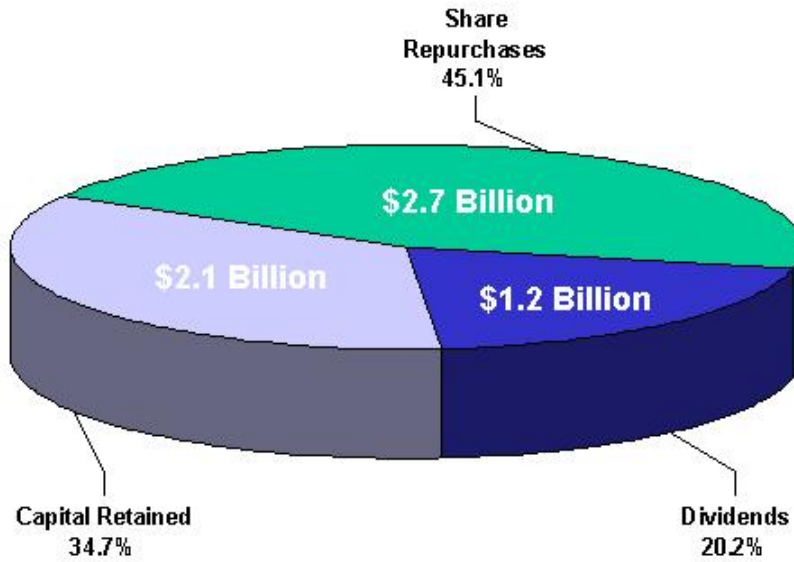
- **13th consecutive year of double digit growth**
- **33% dividend increase; 18% CAGR since 1983**
- **Efficiency a core competency**
- **Continued progress in Mid-Atlantic markets**
- **Opportunistic investments in core franchise**



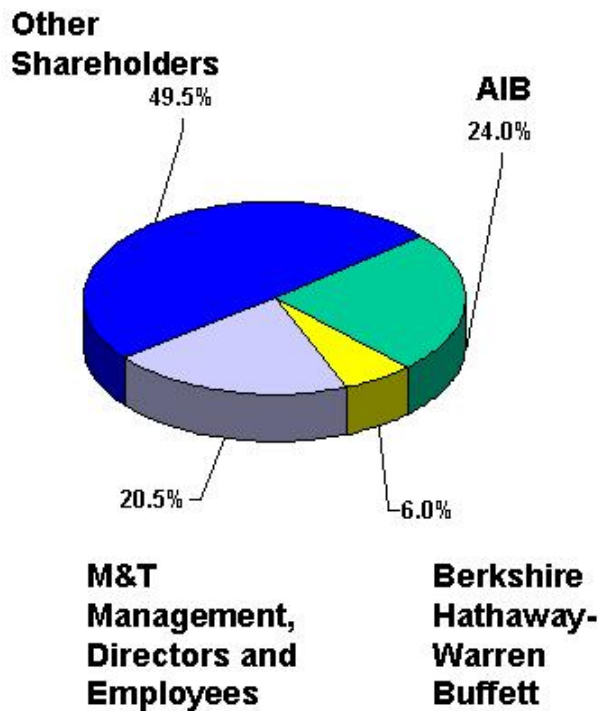
Historical Performance

Return of Capital to Shareholders

Cumulative Capital Retained, Dividends and Share Repurchases
1983 – 2006



What Makes M&T Unique?*

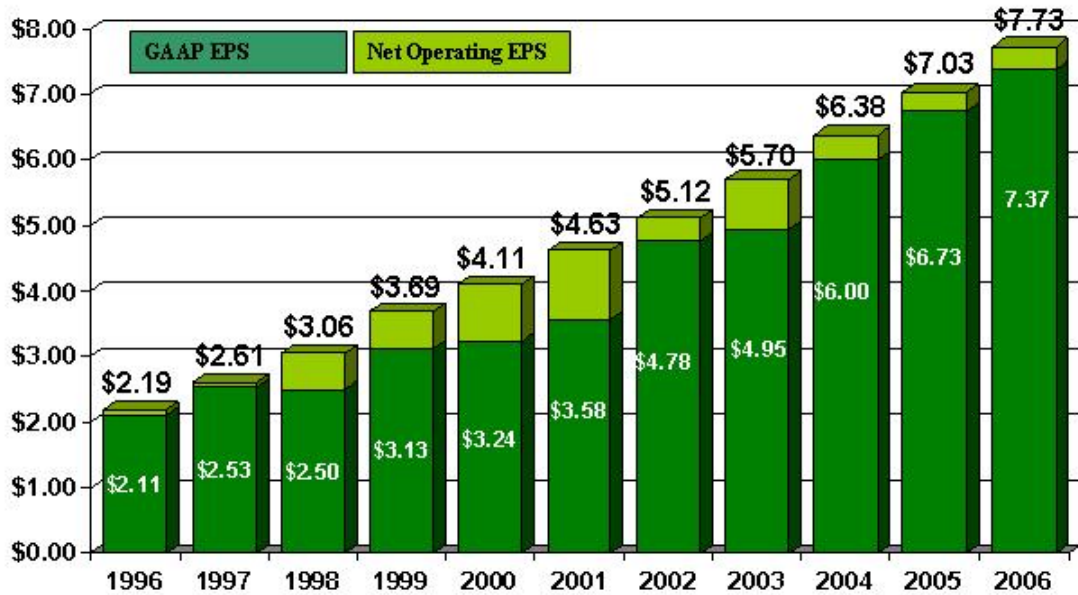


- Management's Interest aligned with Shareholders' Interests
- Over 50% Ownership between AIB, M&T Insiders and Warren Buffett

* As of 2/28/06. Includes options & deferred bonus shares.

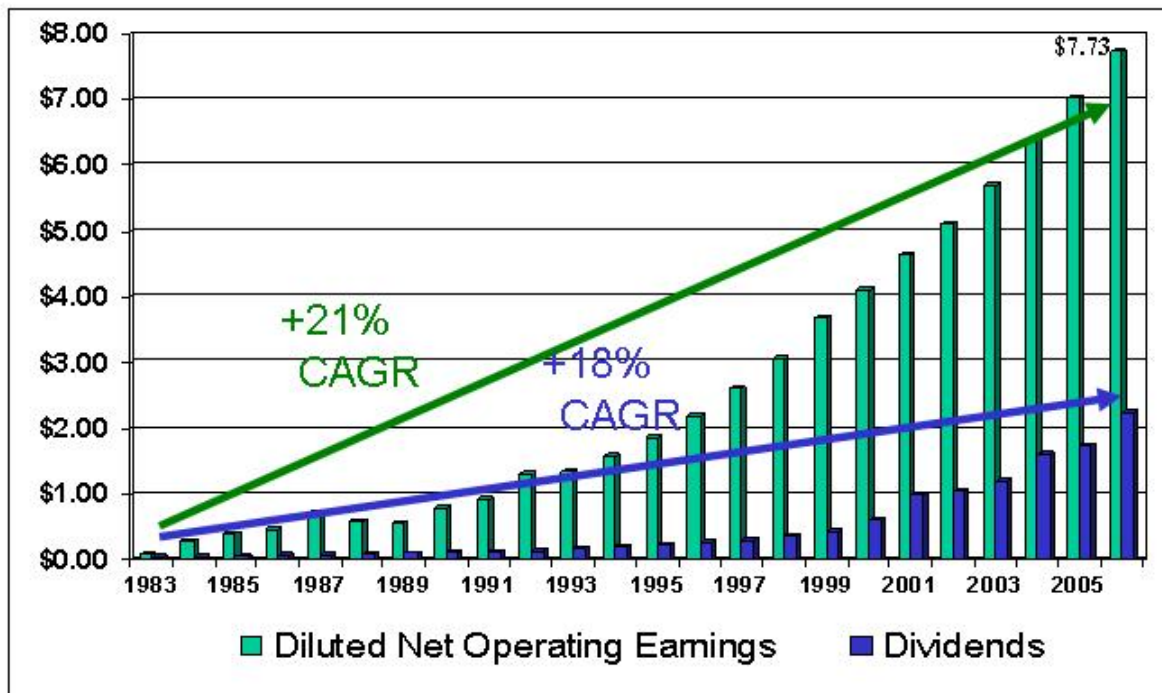
M&T Diluted EPS 1996 - 2006, GAAP & Net Operating*

1996 - 2006 EPS CAGR GAAP 13.3% Net Operating* 13.4%



* Net operating EPS excludes amortization of intangible assets and merger-related costs.
 Note: GAAP and net operating EPS in 1998-2002 have been restated for expensing stock options.

M&T Per Share Data 1983-2006



Note: Data prior to 1998 does not include provisions of SFAS No. 123 and No. 148 stock option expensing. CAGRs calculated using 1983 as base year.

M&T Bank Corporation... a solid investment

Source: IDC & Factset

- **24.4% Annual rate of return since 1980***
 - 14th best return of the entire universe of over a thousand U.S. based stocks that have traded publicly since 1980

Rank	Company Name	Industry	Annual Return (%)
1	Eaton Vance Corp.	Financials	30.6
2	Countrywide Financial Corp.	Financials	26.9
3	Stryker Corp.	Health Care	26.9
4	State Street Corp.	Financials	26.6
5	Gap Inc.	Consumer Discretionary	26.4
6	Forest Laboratories Inc.	Health Care	26.0
7	Circuit City Stores Inc.	Consumer Discretionary	26.0
8	Progressive Corp.	Financials	25.6
9	Mylan Laboratories Inc.	Health Care	25.4
10	Leucadia National Corp.	Financials	25.2
11	Wal-Mart Stores Inc.	Consumer Staples	24.9
12	Robert Half International Inc.	Industrials	24.8
13	Limited Brands Inc.	Consumer Discretionary	24.4
14	M&T Bank Corp.	Financials	24.4

\$2,725 invested in M&T in 1980 would be worth \$1 million today

*CAAGR calculated assuming reinvestment of dividends through December 31, 2006.



Keefe, Bruyette & Woods
Regional Banking Conference

February 28, 2007





Appendix

Reconciliation of GAAP and Non-GAAP Results of Operation

Net income and Earnings Per Share (\$'s in millions)	2006	2005	2004	2003	2002	2001	2000	1999
Net income	\$839.2	\$782.2	\$722.5	\$573.9	\$466.7	\$353.1	\$268.2	\$252.4
Intangible amortization, net of tax	38.5	34.7	46.1	47.8	32.5	99.4	56.1	42.4
Merger-related expenses, net of tax	3.0	-	-	39.2	-	4.8	16.4	3.0
Net operating income	\$890.7	\$816.9	\$768.6	\$660.9	\$499.2	\$457.3	\$340.7	\$297.8
Earnings Per Share								
Diluted earnings per share	\$7.37	\$6.73	\$6.00	\$4.95	\$4.78	\$3.58	\$3.24	\$3.13
Intangible amortization, net of tax	0.33	0.30	0.38	0.41	0.34	1.00	0.67	0.52
Merger-related expenses, net of tax	0.03	-	-	0.34	-	0.05	0.20	0.04
Diluted net operating earnings per share	\$7.73	\$7.03	\$6.38	\$5.70	\$5.12	\$4.63	\$4.11	\$3.69
Efficiency Ratio								
(\$'s in millions)								
Non-利息 expenses	\$1,551.7	\$1,485.1	\$1,516.0	\$1,448.2	\$961.6	\$980.6	\$718.6	\$596.7
less: intangible amortization	63.0	56.8	75.4	78.2	51.5	121.7	69.6	49.7
less: charitable contribution	18.0	-	25.0	-	-	-	-	-
less: merger-related expenses	5.0	-	-	60.4	-	8.0	26.0	4.7
Adjusted net operating expenses	\$1,465.7	\$1,428.3	\$1,415.6	\$1,309.6	\$910.1	\$850.9	\$623.0	\$542.3
Adjusted T.E. numerator*	\$2,867.3	\$2,789.5	\$2,692.0	\$2,443.7	\$1,774.2	\$1,651.4	\$1,192.5	\$1,047.9
Net operating efficiency ratio	51.1%	51.2%	52.6%	53.6%	51.3%	51.5%	52.3%	51.8%

Note: Effective January 1, 2003, M&T began recognizing expense for stock-based compensation in accordance with SFAS No. 123, as amended, and discloses the retroactive restatement method described in SFAS No. 148. As a result, financial information for all prior periods presented has been restated to reflect the pro forma effect of these provisions.

* Excludes securities transactions. 2005 excludes \$13MM gain on FHLB advance.

Reconciliation of GAAP and Non-GAAP Results of Operation

Assets	2006	2005	2004	2003	2002	2001	2000	1999
<i>\$'s in millions</i>								
Average assets	\$ 55,839	\$ 54,135	\$ 51,517	\$ 45,349	\$ 31,935	\$ 30,842	\$ 23,670	\$ 21,065
Goodwill	(2,908)	(2,904)	(2,904)	(2,456)	(1,098)	(1,126)	(641)	(521)
Core deposit and other intangible assets	(191)	(135)	(201)	(233)	(143)	(196)	(125)	(73)
Deferred taxes	38	52	-	-	46	56	30	22
Average tangible assets	<u>\$ 52,778</u>	<u>\$ 51,148</u>	<u>\$ 48,412</u>	<u>\$ 42,660</u>	<u>\$ 30,740</u>	<u>\$ 29,576</u>	<u>\$ 22,934</u>	<u>\$ 20,493</u>
Equity								
<i>\$'s in millions</i>								
Average equity	\$ 6,041	\$ 5,798	\$ 5,701	\$ 4,941	\$ 3,026	\$ 2,975	\$ 2,045	\$ 1,744
Goodwill	(2,908)	(2,904)	(2,904)	(2,456)	(1,098)	(1,126)	(641)	(521)
Core deposit and other intangible assets	(191)	(135)	(201)	(233)	(143)	(196)	(125)	(73)
Deferred taxes	38	52	76	68	46	56	30	22
Average tangible equity	<u>\$ 2,980</u>	<u>\$ 2,811</u>	<u>\$ 2,672</u>	<u>\$ 2,320</u>	<u>\$ 1,831</u>	<u>\$ 1,709</u>	<u>\$ 1,309</u>	<u>\$ 1,172</u>

Note: Effective January 1, 2003, M&T began recognizing expense for stock-based compensation in accordance with SFAS No. 123, as amended, and chose the retroactive restatement method described in SFAS No. 148. As a result, financial information for all prior periods presented has been restated to reflect the provisions of these pronouncements.