

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

1. Name and Address of Reporting Person* <u>WALTERS KIRK W</u>			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 Officer (give title below) Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>08/09/2022</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
ONE M&T PLAZA			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street)	BUFFALO NY 14203							
(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)	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	08/09/2022		M		19,545	A	\$109.67	27,250 ⁽¹⁾	D	
Common Stock	08/09/2022		S		19,545	D	\$180	7,705	D	
Common Stock	08/09/2022		S		1,571	D	\$180	6,134	D	
Common Stock								8	I	By 401(k) ⁽²⁾
Common Stock								3	I	By ESOP ⁽³⁾
Common Stock	08/09/2022		S		606	D	\$180	4,688	I	By Lacey & Sadie, LLC
Common Stock	08/09/2022		S		1,006	D	\$180	30,091	I	By Gus & Bonnie, LLC
Series H Perpetual Non-Cumulative Preferred Stock								40,000	I	By Gus & Bonnie, LLC

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						Title
Option (right to buy)	\$109.67	08/09/2022		M			19,545	(4)	02/21/2023	Common Stock	19,545	\$0.00 ⁽⁵⁾	0	D	

Explanation of Responses:

- Includes 1,098 shares previously owned indirectly through People's United Bank 401(k) Plan and 473 shares previously owned indirectly through People's United Financial Inc. ("People's United") Employee Stock Ownership Plan ("ESOP").
- The information presented is as of July 13, 2022 and includes shares acquired through the dividend reinvestment feature of the plan.
- Shares allocated for the benefit of the reporting person under the People's United ESOP. This holding reflects shares that were acquired through the dividend reinvestment feature of the plan.
- Currently exercisable.
- The option was granted under an employee stock option plan maintained by People's United and was converted into a stock option to acquire M&T Bank Corporation ("M&T") common stock pursuant to the Agreement and Plan of Merger by M&T, Bridge Merger Corp and People's United. The reporting person paid no price for the option.

Remarks:

By: Stephen T. Wilson, Esq. 08/11/2022
(Attorney-In-Fact)

** Signature of Reporting Person Date

* 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.

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