# FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D	D.C. 20549
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Check this box if no longer subject to	S
Section 16. Form 4 or Form 5	
obligations may continue. See	
Instruction 1(b).	

### TATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

**OMB APPROVAL** OMB Number: Estimated average burden hours per response: 0.5

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*  Trolli Michele D  (Last) (First) (Middle)  465 MAIN STREET, LAFAYETTE COURT  8TH FLOOR						2. Issuer Name and Ticker or Trading Symbol  M&T BANK CORP [ MTB ]									all applic Directo	cable) r	g Pers	on(s) to Issu 10% Ow Other (s	ner
						3. Date of Earliest Transaction (Month/Day/Year) 11/11/2016										Officer (give title below)  Exec. VP & Chief Inf			
(Street) BUFFALO NY 14203					4.	4. If Amendment, Date of Original Filed (Month/Day/Year)									ridual or Joint/Group Filing (Check Applicable  Form filed by One Reporting Person  Form filed by More than One Reporting  Person				
(City)	(S		(Zip)																
Table I - Non-Deriv  1. Title of Security (Instr. 3)  2. Transact Date (Month/Day			tion	on 2A. Deemed Execution Date,		2A. Deemed Execution Date, if any		ed, D action Instr.	4. Securities Disposed Of	(A) or	5. Amou Securitie Benefici		nt of es ally Following	Form (D) o	r Indirect I	7. Nature of Indirect Beneficial Ownership			
								Code	v	Amount	(A) or (D)	Price		Reported Transaction(s) (Instr. 3 and 4)				(Instr. 4)	
Common Stock 11/				11/11/2	2016				M		21,861	A	\$121	1.31 33		3,539.57		D	
Common	Stock			11/11/2	2016				M		20,000	A	\$91.	.28 53,		53,539.57		D	
Common	ommon Stock 11/11/201				2016	16		S		41,861	D	\$134.0	34.012(1)		11,678.57		D		
		-	Table								posed of, , convertil				wned				
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	if any	emed ion Date, /Day/Year)	4. Transa Code ( 8)			6. Date Exel Expiration I (Month/Day)		ate	7. Title and Amo of Securities Underlying Derivative Secur (Instr. 3 and 4)		Do	Price of erivative ecurity nstr. 5)	9. Number derivative Securities Beneficiall Owned Following Reported Transactio (Instr. 4)	ly	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
					Code	v	(A)	(D)	Date Exerc	isable	Expiration Date	Title	Amou or Numb of Share	er					
Option (right to buy)	\$121.31	11/11/2016			M			21,861	(	2)	01/31/2017	Commo Stock	<sup>n</sup> 21,8	61 8	\$0.00 <sup>(3)</sup>	0		D	
Option (right to	\$91.28	11/11/2016			M			20,000	(	2)	01/31/2018	Commo Stock	n 20,0	00	\$0.00 <sup>(3)</sup>	19,433		D	

#### **Explanation of Responses:**

- 1. This transaction was executed in multiple trades at prices ranging from \$134.00 to \$134.04. 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.
- 3. 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.

### Remarks:

By: Karla L. Harlow, Esq. 11/15/2016 (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.