



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): August 2, 2002

M&T BANK CORPORATION

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(Exact name of registrant as specified in its charter)

New York

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(State or other jurisdiction of incorporation)

1-9861

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(Commission File Number)

16-0968385

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

One M&T Plaza, Buffalo, New York

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(Address of principal executive offices)

14203

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(Zip Code)

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

(NOT APPLICABLE)

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

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Item 7. Financial Statements and Exhibits.

The following exhibits are filed as a part of this report:

| <u>Exhibit No</u> |  |
|-------------------|--|
| 99.1              | Sworn written statement of Chief Executive Officer.<br>Filed herewith. |
| 99.2              | Sworn written statement of Chief Financial Officer.<br>Filed herewith. |

Item 9. Regulation FD Disclosure.

In accordance with the Order issued by the Securities and Exchange Commission (the "Commission") on June 27, 2002 ("Order Requiring the Filing of Sworn Statements Pursuant to Section 21(a)(1) of the Securities Exchange Act of 1934," File No. 4-460), Robert G. Wilmers, Chairman of the Board, President and Chief Executive Officer of M&T Bank Corporation, and Michael P. Pinto, Executive Vice President and Chief Financial Officer of M&T Bank Corporation, filed their sworn written statements required by such Order with the Commission on August 2, 2002. Conformed copies of such sworn written statements are attached hereto as Exhibits 99.1 and 99.2.

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.

Date: August 2, 2002

M&T BANK CORPORATION

By: /s/ Michael P. Pinto

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Michael P. Pinto  
Executive Vice President  
and Chief Financial Officer

SECURITIES AND EXCHANGE COMMISSION

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the Securities Exchange Act of 1934

Report Dated: August 2, 2002

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(Exact name of registrant as specified in its charter)

EXHIBITS

-3-

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EXHIBIT INDEX

Exhibit No

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99.1

Sworn written statement of Chief Executive Officer

Filed herewith.

99.2

Sworn written statement of Chief Financial Officer

Filed herewith.

STATEMENT UNDER OATH OF PRINCIPAL EXECUTIVE OFFICER AND PRINCIPAL FINANCIAL OFFICER REGARDING FACTS AND CIRCUMSTANCES RELATING TO EXCHANGE ACT FILINGS

I, Robert G. Wilmers, the principal executive officer of M&T Bank Corporation, state and attest that:

- (1) To the best of my knowledge, based upon a review of the covered reports of M&T Bank Corporation, and, except as corrected or supplemented in a subsequent covered report:
  - no covered report contained an untrue statement of a material fact as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed); and
  - no covered report omitted to state a material fact necessary to make the statements in the covered report, in light of the circumstances under which they were made, not misleading as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed).
- (2) I have reviewed the contents of this statement with the M&T Bank Corporation Audit Committee.
- (3) In this statement under oath, each of the following, if filed on or before the date of this statement, is a "covered report":
  - M&T Bank Corporation's Annual Report on Form 10-K for the year ended December 31, 2001;
  - all reports on Form 10-Q, all reports on Form 8-K and all definitive proxy materials of M&T Bank Corporation filed with the Commission subsequent to the filing of the Form 10-K identified above; and
  - any amendments to any of the foregoing.

By: /s/ ROBERT G. WILMERS  
-----  
Robert G. Wilmers  
Chairman of the Board, President  
and Chief Executive Officer  
of  
M&T Bank Corporation

Subscribed and sworn to  
before me this 31st day of  
July 2002.

/s/ Marie King  
-----  
Notary Public  
My Commission Expires:

July 31, 2002

Marie King  
Notary Public, State of New York  
Qualified in Erie County  
My Commission Expires 03/30/03

STATEMENT UNDER OATH OF PRINCIPAL EXECUTIVE OFFICER AND PRINCIPAL FINANCIAL OFFICER REGARDING FACTS AND CIRCUMSTANCES RELATING TO EXCHANGE ACT FILINGS

I, Michael P. Pinto, the principal financial officer of M&T Bank Corporation, state and attest that:

- (1) To the best of my knowledge, based upon a review of the covered reports of M&T Bank Corporation, and, except as corrected or supplemented in a subsequent covered report:
  - no covered report contained an untrue statement of a material fact as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed); and
  - no covered report omitted to state a material fact necessary to make the statements in the covered report, in light of the circumstances under which they were made, not misleading as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed).
- (2) I have reviewed the contents of this statement with the M&T Bank Corporation Audit Committee.
- (3) In this statement under oath, each of the following , if filed on or before the date of this statement, is a "covered report":
  - M&T Bank Corporation's Annual Report on Form 10-K for the year ended December 31, 2001;
  - all reports on Form 10-Q, all reports on Form 8-K and all definitive proxy materials of M&T Bank Corporation filed with the Commission subsequent to the filing of the Form 10-K identified above; and
  - any amendments to any of the foregoing.

By: /s/ Michael P. Pinto  
 -----  
 Michael P. Pinto  
 Executive Vice President  
 and Chief Financial Officer  
 of  
 M&T Bank Corporation

Subscribed and sworn to  
 before me this 31st day of  
 July 2002.

/s/ Marie King  
 -----  
 Notary Public  
 My Commission Expires:

July 31, 2002

Marie King  
 Notary Public, State of New York  
 Qualified in Erie County  
 My Commission Expires 03/30/03

