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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):

December 20, 2004

**M&T Bank Corporation**

(Exact name of registrant as specified in its charter)

New York

1-9861

16-0968385

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

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

One M&T Plaza, Buffalo, New York

14203

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

(716) 842-5446

(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:

- 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 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 8.01. Other Events.**

M&T Bank Corporation announced today that its Board of Directors had authorized M&T Bank Corporation to repurchase up to 5 million additional shares of its common stock, and disclosed that a previously reported 5 million share repurchase program authorized on February 17, 2004 had been completed at an average price of \$93.68 per share.

The public announcement of the foregoing matters was made by means of a news release, the text of which is set forth in Exhibit 99 hereto.

**Item 9.01. Financial Statements and Exhibits.**

(c) Exhibits.

Exhibit No. 99 - News Release dated December 20, 2004.

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**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

*December 20, 2004*

*By: /s/ Michael P. Pinto*

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*Name: Michael P. Pinto*

*Title: Executive Vice President and Chief Financial Officer*

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Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
99	News Release dated December 20, 2004

Investor Contact:  
Media Contact:

Donald J. MacLeod  
(716) 842-5138  
Michael C. Zabel  
(716) 842-5385

FOR IMMEDIATE RELEASE  
December 20, 2004

**M&T Bank Corporation Announces New Stock Buyback Program**

BUFFALO, NEW YORK — M&T Bank Corporation (“M&T”) (NYSE:MTB) announced that its Board of Directors has authorized the repurchase of up to 5 million additional shares of its common stock. This represents approximately 4.3% of common shares currently outstanding. Under this authorization, shares of common stock may be purchased from time-to-time in the open market or in privately negotiated transactions.

M&T also announced that it has completed the 5 million share repurchase program previously authorized by its Board of Directors on February 17, 2004. The average purchase price per share under that program was \$93.68.

M&T is a bank holding company whose banking subsidiaries, Manufacturers and Traders Trust Company and M&T Bank, National Association, operate branch offices in New York, Pennsylvania, Maryland, Virginia, West Virginia, Delaware and the District of Columbia.

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