SEC Form 4	
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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL						
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0.5

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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 Martocci Gino A.	Person*	2. Issuer Name and Ticker or Trading Symbol <u>M&T BANK CORP</u> [MTB]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner
(Last) (First) 350 PARK AVENUE	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/04/2022	X Officer (give title Other (specify below) below) Executive Vice President
(Street) NEW YORK NY (City) (State)	10022 (Zip)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person

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)			4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership	
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Common Stock	02/04/2022		A ⁽¹⁾		963	A ⁽¹⁾	\$0.00 ⁽²⁾	18,599.54	D	
Common Stock	02/04/2022		F ⁽³⁾		325	D	\$179.56	18,274.54	D	
Common Stock								1,846	I	By 401(k) Plan ⁽⁴⁾

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 1. Title of 3. Transaction 3A. Deemed 5. Number 6. Date Exercisable and 7. Title and 8. Price of 9. Number of 10 11. Nature of Expiration Date Derivative Conversion Date Execution Date Transaction Amount of Derivative derivative Ownership Indirect Security or Exercise (Month/Day/Year) if any Code (Instr. Derivative (Month/Day/Year) Securities Security Securitie Beneficial Form: (Month/Day/Year) Direct (D) Underlying Derivative Security (Instr. 3 and 4) (Instr. 3) (Instr. 5) Price of 8) Securities Beneficially Ownership Acquired (A) or Disposed Derivative Security Owned or Indirect (I) (Instr. 4) (Instr. 4) ollowing Reported of (D) (Instr. 3, 4 and 5) Transaction(s) (Instr. 4) Amount or Number Date Expiration Date of Code v (A) (D) Exercisable Title Shares Phantom Supplemental Common (5) (5) (5) Commor (5) 401(k) 357 I Stock Stock Plan⁽⁴⁾ Units

Explanation of Responses:

1. Shares issued pursuant to vesting of performance-based restricted stock units, which were granted to the reporting person on February 5, 2020, under the 2019 M&T Bank Corporation Equity Incentive Compensation Plan and vested upon achievement of performance goals for the applicable performance period.

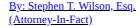
2. The performance-based restricted stock units were granted under an equity incentive compensation plan maintained by M&T Bank Corporation, and therefore the reporting person paid no price for the performance-based restricted stock units.

3. Shares withheld for taxes upon the settlement in shares of the performance-based restricted stock units previously granted to the reporting person.

4. The information presented is as of December 31, 2021.

5. The reported phantom common stock units are held by the reporting person in an excess benefit plan account maintained by M&T Bank Corporation and represent a like number of shares of M&T Bank Corporation common stock. The phantom common stock units may only be settled in cash upon distribution in accordance with the terms of the plan. The reported phantom common stock units also include units acquired through the dividend reinvestment feature of the plan.

Remarks:



02/08/2022 Date

** Signature of Reporting Person

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.