FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL									
OMB Number:	3235-028								
Estimated average b	urden								

0.5

hours per response:

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

1. Name and Address of Reporting Person*					2. Issuer Name and Ticker or Trading Symbol M&T BANK CORP [MTB]									5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
KICH MELINDA K													X	Dire	ctor	10%	Owner	
Last) (First) (Middle) DNE ROBERT RICH WAY				3. Date of Earliest Transaction (Month/Day/Year) 01/03/2012												(specify)		
Street) BUFFALO NY 14213-1795 City) (State) (Zip)			4. If	4. If Amendment, Date of Original Filed (Month/Day/Year)							Line)							
(50	(<u> </u>																
	Tabl	e I - No	n-Deriv	ative	Sec	uritie	s Ac	quired,	Dis	posed o	f, or I	3ene	ficially	Own	ed			
Date					Execution Date,			Transaction Disposed Of (D) (Instr. 3, 4 Code (Instr. 5)) or 4 and	Securi Benefi Owned	ties cially I Following	Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
							Code	v	Amount (A) or (D)		rice	Transa	ction(s)		(11301. 4)			
Common Stock 01/03/2					2012		A ⁽¹⁾		165	1	A S	576.34	10,1	79.4152 ⁽²⁾	D			
	Та													wned				
2. Conversion or Exercise Price of Derivative Security	Date Exe (Month/Day/Year) if ar		Execution Date, if any (Month/Day/Year) 8		Transaction Code (Instr.		of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)			Amour		rivative curity	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s (Instr. 4)	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
	(Fir DBERT RICI	O NY 1 (State) (Table Security (Instr. 3) Stock Ta 2. Conversion or Exercise Price of Derivative (Month/Day/Year)	(First) (Middle) DBERT RICH WAY LO NY 14213-17 (State) (Zip) Table I - No Security (Instr. 3) Stock Table II - Conversion or Exercise Price of Derivative (Month/Day/Year) Price of Derivative (Month/Day/Year)	(First) (Middle) DBERT RICH WAY CO NY 14213-1795 (State) (Zip) Table I - Non-Deriv Security (Instr. 3) 2. Transa Date (Month/D Stock 01/03/ Table II - Derivat (e.g., pt Conversion or Exercise Price of Derivative Security (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 3A. Deemed Execution Date, if any (Month/Day/Year)	(First) (Middle) DBERT RICH WAY 4. If CONY 14213-1795 (State) (Zip) Table I - Non-Derivative Security (Instr. 3) 2. Transaction Date (Month/Day/Year) Table II - Derivative S (e.g., puts, c) Conversion or Exercise Price of Derivative (Month/Day/Year) 2. Transaction Date (Execution Date, if any (Month/Day/Year) (Month/Day/Year) 3. Deemed Execution Date, if any (Month/Day/Year) (Month/Day/Year) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) 3. Deemed Execution Date, if any (Month/Day/Year) 4. Transaction Date (Month/Day/Year)	(First) (Middle) 3. Date of O1/03/20 4. If Amer CO NY 14213-1795 (State) (Zip) Table I - Non-Derivative Security (Instr. 3) Stock 7. Table II - Derivative Security (e.g., puts, calls, if any of Exercise Price of Derivative Security (Month/Day/Year) 2. Table II - Derivative Security (e.g., puts, calls, if any (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 3. Transaction Date (if any (Month/Day/Year) (Month/Day/Year) 3. Transaction Date (if any (Month/Day/Year) (Month/Day/Year)	(First) (Middle) DBERT RICH WAY 3. Date of Earlies 01/03/2012 4. If Amendment, 2. Transaction Date (Month/Day/Year) Stock Table II - Derivative Securities (e.g., puts, calls, warr (Month/Day/Year) 2. Transaction Date (e.g., puts, calls, warr (Month/Day/Year) 3. Date of Earlies 01/03/2012 4. If Amendment, 2. Transaction Date (e.g., puts, calls, warr (Month/Day/Year) 3. Date of Earlies 01/03/2012 4. If Amendment, 2. Transaction Date (e.g., puts, calls, warr (e.g., puts, calls, warr (Month/Day/Year)) 3. Date of Earlies 01/03/2012 4. If Amendment, 2. Transaction Date (e.g., puts, calls, warr (e.g., puts, calls, puts, calls, warr (e.g., puts, calls, puts, calls, puts, calls, puts,	(First) (Middle) DBERT RICH WAY 3. Date of Earliest Trans 01/03/2012 4. If Amendment, Date of Execution Date of Execution Date, if any (Month/Day/Year) Table II - Non-Derivative Securities Acquee.g., puts, calls, warrants, (Month/Day/Year) Table II - Derivative Securities Acquee.g., puts, calls, warrants, (Month/Day/Year) Table II - Derivative Securities Acquee.g., puts, calls, warrants, (Month/Day/Year) A. Deemed Execution Date, if any (Month/Day/Year) Table II - Derivative Securities Acquee.g., puts, calls, warrants, (Month/Day/Year) Table II - Derivative Securities Acquee.g., puts, calls, warrants, (A) or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	(First) (Middle) DBERT RICH WAY 3. Date of Earliest Transaction (Mo1/03/2012 4. If Amendment, Date of Original	(First) (Middle) (First) (Middle) (BERT RICH WAY 3. Date of Earliest Transaction (Month/01/03/2012 4. If Amendment, Date of Original Filed (State) (Zip) Table I - Non-Derivative Securities Acquired, Discurity (Instr. 3) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) Stock 2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Stock 01/03/2012 2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Code V Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 5) Date Date Date Date	(First) (Middle) BERT RICH WAY 3. Date of Earliest Transaction (Month/Day/Year) 01/03/2012 4. If Amendment, Date of Original Filed (Month/Day/Year) 14213-1795 Table I - Non-Derivative Securities Acquired, Disposed of Code (Instr. 3) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) 2A. Deemed Execution Date, if any (Month/Day/Year) (Month/Day/Year) 2Date (Month/Day/Year) 2Date (Month/Day/Year) 3A. Deemed Execution Date, if any (Month/Day/Year) 3A. Deemed Execution Date (Month/Day/Year) 3B. Deemed Execution Date (Month/Day/Year) 4B. Securities Acquired (A) or Disposed of (Disposed of	(First) (Middle) DBERT RICH WAY 3. Date of Earliest Transaction (Month/Day/Year) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Earliest Transaction (Month/Day/Year) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Earliest Transaction (Month/Day/Year) (State) (Zip) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) A(1) (A) (D) (D	(First) (Middle) BERT RICH WAY 3. Date of Earliest Transaction (Month/Day/Year) 4. If Amendment, Date of Original Filed (Month/Day/Year) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Benefic (Month/Day/Year) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) Stock Date 1. Derivative Securities Acquired, Disposed of (D) (Instr. 3, 15) Code V Amount (A) or Disposed of (D) (Instr. 3, 15) Table II - Derivative Securities Acquired, Disposed of, or Benefic (e.g., puts, calls, warrants, options, convertible securities Price of Derivative Securities (Month/Day/Year) 2. Tansaction Date (e.g., puts, calls, warrants, options, convertible securities Acquired (A) or Disposed Of (Month/Day/Year) 3. Transaction Code (Instr. 3, 15) Code V Amount (A) or Derivative Securities Acquired, Disposed of (Month/Day/Year) 3. Transaction Date (e.g., puts, calls, warrants, options, convertible securities Price of Date (Month/Day/Year) (Month/Day/Year) Amount of Or Numl (A) or Disposed Of (Month/Day/Year) Date Expiration Date (Month/Day/Year) Amount of Or Numl (A) or Disposed Of (D) (Instr. 3, 4 and 5) Date Expiration Date (Month/Day/Year)	(First) (Middle) (Middle)	(First) (Middle) DEERT RICH WAY 3. Date of Earliest Transaction (Month/Day/Year) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned (Month/Day/Year) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of (D) (instr. 3, 4 and 5) Security (Instr. 3) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Stock 01/03/2012 A(1) 165 A \$76.34 10,17 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 2. Transaction Date (A) or Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 2. Transaction Date (Month/Day/Year)	Stock O1/03/2012 A. If Amendment, Date of Original Filed (Month/Day/Year) S. Amount of Securities S	(First) (Middle) (State) (Zip) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Stock (103/2012	

Explanation of Responses:

- 1. This transaction represents stock received by the reporting person in lieu of cash fees pursuant to the M&T Bank Corporation 2008 Directors' Stock Plan.
- 2. Includes 55.1924 shares acquired between October 1, 2011 and December 30, 2011 through the reporting person's participation in the M&T Bank Corporation Dividend Reinvestment Plan.

Remarks:

By: Brian R. Yoshida, Esq. (Attorney-In-Fact)

Date

** Signature of Reporting Person

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.