

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>COEN STEVEN M</u> (Last) (First) (Middle) 465 MAIN STREET 8TH FLOOR (Street) BUFFALO NY 14203 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>M&T BANK CORP [MTB]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer (give title below) Other (specify below) <u>Ex. VP & Chief Info. Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>07/16/2004</u>	
	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)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	07/16/2004		M		4,800	A	\$42	12,751	D	
Common Stock	07/16/2004		S		200	D	\$93.24	12,551	D	
Common Stock	07/16/2004		S		1,900	D	\$93.25	10,651	D	
Common Stock	07/16/2004		S		300	D	\$93.27	10,351	D	
Common Stock	07/16/2004		S		400	D	\$93.28	9,951	D	
Common Stock	07/16/2004		S		800	D	\$93.3	9,151	D	
Common Stock	07/16/2004		S		100	D	\$93.31	9,051	D	
Common Stock	07/16/2004		S		100	D	\$93.32	8,951	D	
Common Stock	07/16/2004		S		400	D	\$93.33	8,551	D	
Common Stock	07/16/2004		S		100	D	\$93.34	8,451	D	
Common Stock	07/16/2004		S		200	D	\$93.35	8,251	D	
Common Stock	07/16/2004		S		300	D	\$93.39	7,951	D	
Common Stock								5	I	401(k) Plan ⁽¹⁾

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		(A)	(D)	Date Exercisable	Expiration Date				
Option (right to buy)	\$42	07/16/2004		M		4,800	(2)	01/18/2010	Common Stock	4,800	(3)	0	D	
Phantom Common Stock Units	(4)						(4)	(4)	Common Stock	208		207	I	Supplemental 401(k) Plan ⁽¹⁾

Explanation of Responses:

- The information presented is as of March 31, 2004.
- Currently exercisable.
- 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.
- 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:

Steven M. Coen

07/20/2004

** 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.

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