

M&T BANK CORP
Form 4
February 08, 2006

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
WILMERS ROBERT G

(Last) (First) (Middle)

ONE M&T PLAZA

(Street)

BUFFALO, NY 14203-2399

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
M&T BANK CORP [MTB]

3. Date of Earliest Transaction (Month/Day/Year)
02/06/2006

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

Chairman of the Board

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) | Price | | |
| Common Stock | 02/06/2006 | | S | 2,200 | D \$ 106.63 | 3,299,163 | D |
| Common Stock | 02/06/2006 | | S | 3,200 | D \$ 106.64 | 3,295,963 | D |
| Common Stock | 02/06/2006 | | S | 100 | D \$ 106.65 | 3,295,863 | D |
| Common Stock | 02/06/2006 | | S | 100 | D \$ 106.66 | 3,295,763 | D |
| Common Stock | 02/06/2006 | | S | 100 | D \$ 106.67 | 3,295,663 | D |

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| | | | | | | | | |
|--------------|------------|---|-----|---|-----------|-----------|---|---------------------------|
| Common Stock | 02/06/2006 | S | 600 | D | \$ 106.68 | 3,295,063 | D | |
| Common Stock | 02/06/2006 | S | 500 | D | \$ 106.7 | 3,294,563 | D | |
| Common Stock | 02/06/2006 | S | 500 | D | \$ 106.71 | 3,294,063 | D | |
| Common Stock | 02/06/2006 | S | 100 | D | \$ 106.72 | 3,293,963 | D | |
| Common Stock | 02/06/2006 | S | 100 | D | \$ 106.75 | 3,293,863 | D | |
| Common Stock | 02/06/2006 | S | 400 | D | \$ 106.76 | 3,293,463 | D | |
| Common Stock | 02/06/2006 | S | 300 | D | \$ 106.77 | 3,293,163 | D | <u>(1)</u> <u>(2)</u> |
| Common Stock | | | | | | 40,153 | I | By 401(k) Plan <u>(3)</u> |
| Common Stock | | | | | | 214,540 | I | GRAT #5 <u>(4)</u> |
| Common Stock | | | | | | 224,766 | I | GRAT #6 <u>(4)</u> |
| Common Stock | | | | | | 400,000 | I | See footnote <u>(5)</u> |
| Common Stock | | | | | | 93,683 | I | See footnote <u>(6)</u> |
| Common Stock | | | | | | 182,380 | I | See footnote <u>(7)</u> |
| Common Stock | | | | | | 158,207 | I | See footnote <u>(8)</u> |
| Common Stock | | | | | | 66,770 | I | See footnote <u>(9)</u> |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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

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| 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 Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code V (A) (D) | | Date Exercisable Expiration Date | Title | Amount or Number of Shares | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| WILMERS ROBERT G ONE M&T PLAZA BUFFALO, NY 14203-2399 | X | | Chairman of the Board | |

Signatures

By: Brian R. Yoshida, Esq.
(Attorney-In-Fact) 02/08/2006

__Signature of Reporting Person Date

Explanation of Responses:

- * 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).
- (1) The GRATs (see (4) below), the West Ferry Foundation (see (7) below), the Roche Foundation (see (6) below), the St. Simon Charitable Foundation (see (8) below), the Interlaken Foundation (see (9) below) and the reporting person are members of a "group," as such term is used in Section 13(d)(3) of the Securities Exchange Act of 1934, as amended, which claims beneficial ownership of more than 5% of the outstanding shares of the Common Stock of M&T Bank Corporation. The reporting person, as a Trustee of the West Ferry Foundation and the GRATs, and as a director and President of each of the Roche Foundation, the St. Simon Charitable Foundation and the Interlaken Foundation previously filed Form 3 reports on behalf of the West Ferry Foundation, the Roche Foundation, the St. Simon Charitable Foundation, the Interlaken Foundation and each GRAT. (Please note that footnote (1) is continued in footnote (2) due to system limitations.)
- (2) (Please note that footnote (2) is a continuation of footnote (1).) The holdings of and transactions in the Common Stock of M&T Bank Corporation for the West Ferry Foundation, the Roche Foundation, the St. Simon Charitable Foundation, the Interlaken Foundation and each GRAT are reported in the reporting person's individual Form 4 report in reliance on the Commission staff's position in D'Ancona & Pflaum (February 18, 1992). Separate reports therefore are not filed on behalf of the West Ferry Foundation, the Roche Foundation, the St. Simon Charitable Foundation, the Interlaken Foundation or either GRAT.
- (3) The information presented is as of December 31, 2005.
- (4) The indicated shares are held by Grantor Retained Annuity Trusts No's. 5 and 6, respectively, under indentures dated July 23, 1993 (individually, a "GRAT" and collectively, the "GRATs"). The reporting person is a trustee of each GRAT and holds sole voting and dispositive power over the shares held by the GRATs.
- (5) The indicated shares are held by a limited liability company of which the reporting person is the sole member.

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- (6) The indicated shares are held by the Roche Foundation, a Delaware not-for-profit, non-stock corporation in which the reporting person has no pecuniary interest. The reporting person is the sole director and president of the Roche Foundation and holds sole voting and dispositive power over the shares held by it.
- (7) The indicated shares are held by the West Ferry Foundation, a charitable trust in which the reporting person has no pecuniary interest. The reporting person is the trustee of the West Ferry Foundation and holds sole voting and dispositive power over the shares held by it.
- (8) The indicated shares are held by the St. Simon Charitable Foundation, a Delaware not-for-profit, non-stock corporation in which the reporting person has no pecuniary interest. The reporting person is a director and President of the St. Simon Charitable Foundation and holds voting and dispositive power over the shares held by it.
- (9) The indicated shares are held by the Interlaken Foundation, a Delaware not-for-profit, non-stock corporation in which the reporting person has no pecuniary interest. The reporting person is a director and President of the Interlaken Foundation and holds voting and dispositive power over the shares held by it.

Remarks:

This is the second of two Form 4 filings by the reporting person to report the reporting person's transactions that occurred on F

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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