

MCLENDON HEATH B
Form 4/A
April 28, 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 *
MCLENDON HEATH B

(Last) (First) (Middle)
850 CLAYTON AVENUE
(Street)

BAY HEAD, NJ 08742

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
04/03/2006

4. If Amendment, Date Original Filed(Month/Day/Year)
04/05/2006

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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)
				(A) or (D)	Price		
Common Stock	04/03/2006		A ⁽¹⁾	70	\$ 114.14	28,136	D

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

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SEC 1474 (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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCLENDON HEATH B 850 CLAYTON AVENUE BAY HEAD, NJ 08742				Advisory Director

Signatures

Brian R. Yoshida, Esq.
(Attorney-In-Fact) 04/28/2006

**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) Stock received in lieu of cash fees pursuant to the M&T Bank Corporation Directors' Stock Plan.

Remarks:

This amended filing is being made to correct a clerical error that understated the amount of securities acquired by the reporting

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 8.01. Other Events.

On September 2, 2009, Roper Industries, Inc. (the “Company”) consummated the issuance and sale of \$500,000,000 principal amount of its 6.25% Senior Notes due 2019 (the “Notes”) pursuant to an underwriting agreement dated August 26, 2009 between the Company and Banc of America Securities LLC, J.P. Morgan Securities Inc. and Wells Fargo Securities, LLC as representatives of the several underwriters named therein. The Notes have been issued pursuant to an Indenture dated as of August 4, 2008 (the “Indenture”) between the Company and Wells Fargo Bank, N.A., as trustee.

The Notes have been offered pursuant to the Company’s Registration Statement on Form S-3 filed on July 29, 2008 (Reg. No. 333-152590), including the prospectus contained therein (the “Registration Statement”), and a related preliminary prospectus supplement dated August 26, 2009 and a final prospectus supplement dated August 26, 2009.

The material terms and conditions of the Notes are set forth in the form of Officer’s Certificate filed herewith as Exhibit 4.01 and incorporated by reference herein and in the Indenture filed as Exhibit 4.1 to the Registration Statement.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

The following exhibits are filed herewith:

Exhibit Number	Description
4.01	Form of Officer’s Certificate setting forth the terms of the Notes (with form of Note attached)
5.01	Opinion of Davis Polk & Wardwell LLP
23.01	Consent of Davis Polk & Wardwell LLP (contained in Exhibit 5.01)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Roper Industries, Inc.

Date: September 2, 2009

By: /s/ John Humphrey
Name: John Humphrey
Title: Vice President and
Chief Financial Officer

EXHIBIT INDEX

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