

SPYCHALA MICHAEL R  
Form 4  
February 02, 2010

**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 \*  
SPYCHALA MICHAEL R

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
ONE M&T PLAZA

3. Date of Earliest Transaction (Month/Day/Year)  
01/29/2010

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Sr. VP & Controller

(Street)  
BUFFALO, NY 14203-2399

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**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)
Common Stock	01/29/2010		F	206 <sup>(1)</sup> D	\$ 73.75 25,487	D	
Common Stock	01/29/2010		A <sup>(2)</sup>	3,119 <sup>(3)</sup> A <sup>(2)</sup>	\$ 0 <sup>(4)</sup> 28,606	D	
Common Stock					1,619.7966 <sup>(5)</sup>	I	By Son <sup>(6)</sup>
Common Stock					1,619.7966 <sup>(5)</sup>	I	By Daughter <sup>(7)</sup>
Common Stock					1,106	I	401(k) Plan <sup>(8)</sup>



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- (4) The restricted stock units were granted under an incentive compensation plan maintained by M&T Bank Corporation, and therefore the reporting person paid no price for the shares.
- (5) Includes 34,2021 shares acquired between July 1, 2009 and December 31, 2009 through participation in the M&T Bank Corporation Dividend Reinvestment Plan.
- (6) These shares are owned by the son of the reporting person under the Uniform Transfers to Minors Act for which the reporting person is custodian.
- (7) These shares are owned by the daughter of the reporting person under the Uniform Transfers to Minors Act for which a member of the reporting person's immediate family is custodian.
- (8) The information presented is as of December 31, 2009.

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.