

HICKEY BRIAN E  
Form 4  
February 02, 2007

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
**HICKEY BRIAN E**

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)  
**255 EAST AVENUE**

3. Date of Earliest Transaction (Month/Day/Year)  
**08/01/2006**

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

Executive Vice President

(Street)  
**ROCHESTER, NY 14604-2624**

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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	08/01/2006		G	V 815 D 11 31,732		D	
Common Stock	12/06/2006		G	V 366 D 11 31,366		D	
Common Stock	01/31/2007		A <sup>(2)</sup>	2,474 <sup>(3)</sup> A 0 <sup>(4)</sup> 33,840		D	
Common Stock	12/06/2006		G	V 183 A 15 1,076		I	By Daughter <sup>(6)</sup>

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)

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. Amount or Number of Shares
Option (right to buy)	\$ 121.31	01/31/2007		A	13,991	<u>(7)</u> 01/31/2017	Common Stock	13,991

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HICKEY BRIAN E 255 EAST AVENUE ROCHESTER, NY 14604-2624			Executive Vice President	

## Signatures

By: Brian R. Yoshida, Esq.  
(Attorney-In-Fact) 02/02/2007

\_\_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 reported transaction involves a transfer of securities by gift for which no payment of consideration was received by the reporting person.
  - (2) The reported transaction involves an award of restricted stock under the M&T Bank Corporation 2005 Incentive Compensation Plan. The restricted stock award includes a total of 2,474 shares. 247 shares of the restricted stock award will vest on January 31, 2010; an additional 494 shares will vest on January 31, 2011; an additional 742 shares will vest on January 31, 2012; and the remaining 991 shares will vest on January 31, 2013.
  - (3) The restricted stock award was granted under an incentive compensation plan maintained by M&T Bank Corporation, and therefore the reporting person paid no price for the shares.
  - (4) The reported transaction involves a transfer of securities by gift for which no consideration was paid.
  - (5) The reported transaction involves a transfer of securities by gift for which no consideration was paid.

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- (6) The reporting person disclaims beneficial ownership of the shares held by his daughter, and this report should not be deemed an admission that the reporting person is the beneficial owner of his daughter's shares for purposes of Section 16 or for any other purpose.

The option granted includes a total of 13,991 shares. 1,399 of the covered shares are exercisable on or after January 31, 2008; an

- (7) additional 2,798 of the covered shares are exercisable on or after January 31, 2009; an additional 4,197 of the covered shares are exercisable on or after January 31, 2010; and the remaining 5,597 covered shares are exercisable on or after January 31, 2011.

- (8) The option was granted under an incentive compensation plan maintained by M&T Bank Corporation, and therefore the reporting person paid no price for the option.

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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