

BRAUNSCHEIDEL STEPHEN J  
 Form 4  
 February 01, 2011

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

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 \*  
**BRAUNSCHEIDEL STEPHEN J**

(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)  
**01/28/2011**

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)  
**Executive Vice President**

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)
			Code	V	Amount or Price		
Common Stock	01/28/2011		A <sup>(1)</sup>		100.22 A <sup>(1)</sup> \$ 0 <sup>(2)</sup>	21,676.18	D <sup>(3)</sup>
Common Stock	01/28/2011		F <sup>(4)</sup>		814 D \$ 86.35	20,862.18	D <sup>(3)</sup>
Common Stock	01/31/2011		A <sup>(5)</sup>		2,313 <sup>(6)</sup> A <sup>(5)</sup> \$ 0 <sup>(7)</sup>	23,175.18	D <sup>(3)</sup>
Common Stock						12,815	I By 401(k) Plan <sup>(8)</sup>

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



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- (3) Jointly owned.
- (4) The reported transaction includes shares withheld for taxes upon the settlement in shares of restricted stock units previously granted to the reporting person and also includes shares withheld for taxes in connection with the filer's stock salary award.
- The reported transaction involves an award of restricted stock units under the M&T Bank Corporation 2009 Equity Incentive Compensation Plan. Each restricted stock unit represents a contingent right to receive one share of M&T Bank Corporation common stock upon vesting.
- (5) The restricted stock unit award includes a total of 2,313 shares. 693 shares of the restricted stock unit award will vest on January 31, 2013; an additional 694 shares will vest on January 31, 2014; and the remaining 926 shares will vest on January 30, 2015. The restricted stock unit award may also be subject to restrictions on transfer upon settlement. For more information on these restrictions, please see the Current Report on Form 8-K filed by M&T Bank Corporation on January 25, 2011.
- (6) The restricted stock units were granted under an equity incentive compensation plan maintained by M&T Bank Corporation, and therefore the reporting person paid no price for the restricted stock units.
- (7) The information presented is as of December 31, 2010.
- (8) 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.
- (9)

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.