

M&T BANK CORP  
Form 4  
February 02, 2007

**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

(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)  
01/31/2007

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)  
Sr. VP & Controller

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) Code V Amount (D) Price                                |                                                                                               |                                                          |                                            |
| Common Stock                    |                                      |                                                    |                                |                                                                   | 17,537                                                                                        | D                                                        |                                            |
| Common Stock                    |                                      |                                                    |                                |                                                                   | 1,444.443 <sup>(1)</sup>                                                                      | I                                                        | By Son <sup>(2)</sup>                      |
| Common Stock                    |                                      |                                                    |                                |                                                                   | 1,444.443 <sup>(1)</sup>                                                                      | I                                                        | By Daughter <sup>(3)</sup>                 |
| Common Stock                    |                                      |                                                    |                                |                                                                   | 986                                                                                           | I                                                        | 401(k) Plan <sup>(4)</sup>                 |
| Common Stock                    |                                      |                                                    |                                |                                                                   | 1,683                                                                                         | I                                                        | 401 (k) Plan by                            |

Wife <sup>(4)</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                              | 8,045                                                                                   | <sup>(5)</sup> 01/31/2017                                | Common Stock                                                  | 8,045                         |

## Reporting Owners

| Reporting Owner Name / Address                                | Relationships |           |                     |       |
|---------------------------------------------------------------|---------------|-----------|---------------------|-------|
|                                                               | Director      | 10% Owner | Officer             | Other |
| SPYCHALA MICHAEL R<br>ONE M&T PLAZA<br>BUFFALO, NY 14203-2399 |               |           | Sr. VP & Controller |       |

## 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) Includes 14.0916 shares acquired between July 1, 2006 and December 31, 2006 through participation in the M&T Bank Corporation Dividend Reinvestment Plan.

(2) 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.

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- (3) 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.
- (4) The information presented is as of December 31, 2006.  
The option granted includes a total of 8,045 shares. 804 of the covered shares are exercisable on or after January 31, 2008; an additional
- (5) 1,609 of the covered shares are exercisable on or after January 31, 2009; an additional 2,414 of the covered shares are exercisable on or after January 31, 2010; and the remaining 3,218 covered shares are exercisable on or after January 31, 2011.
- (6) The option was granted under an employee stock option 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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