Pfirrman Drew J Form 4 January 31, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287 January 31, Expires:

2005 Estimated average

0.5

OMB APPROVAL

burden hours per response...

5 Relationship of Reporting Person(s) to

if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box

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

1(b).

(Print or Type Responses)

1 Name and Address of Reporting Person *

01/27/2012

Stock

See Instruction

	Pfirrman Dre	ew J	Symbol					Issuer				
		М&Т В	M&T BANK CORP [MTB]				(Check all applicable)					
	(Last)	(First) (M	fiddle) 3. Date of	Earliest Tr	ansaction							
		(Month/D	(Month/Day/Year)				Director		Owner			
	ONE M&T I	PLAZA	01/27/2	01/27/2012				_X_ Officer (give title Other (specify below) Sr. VP/General Counsel				
(Street)			4. If Ame	4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check				
			Filed(Mor	Filed(Month/Day/Year)				Applicable Line)				
								X Form filed by One Reporting Person Form filed by More than One Reporting				
	BUFFALO,						Person					
	(City)	(State)	(Zip) Tabl	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	f, or Beneficial	ly Owned		
	1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securi	ties A	equired	5. Amount of	6. Ownership	7. Nature of		
	Security	(Month/Day/Year)	Execution Date, if	Transaction(A) or Disposed of (D)			Securities Form: Direct Indire					
	(Instr. 3)	•		Code (Instr. 3, 4 and 5)			5)	Beneficially	(D) or	Beneficial		
			(Month/Day/Year)	(Instr. 8)				Owned	Indirect (I) (Instr. 4)	Ownership		
								Following Reported	(IIISII. 4)	(Instr. 4)		
						(A)		Transaction(s)				
				Code V	Amount	or (D)	Price	(Instr. 3 and 4)				
	Common			Coue v	Amount	(D)	\$					
	Common	01/27/2012		$\mathbf{E}(1)$	174	D	Ψ	1 505	D			

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

 $F_{\underline{(1)}}$

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

D

4,585

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

174

D

80.11

Edgar Filing: Pfirrman Drew J - Form 4

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed		ate	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	int of rlying ities	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans
				of (D) (Instr. 3, 4, and 5)						(Instr
				4, and 3)	Date	Expiration		Amount		
			Code V	(A) (D)	Exercisable	Date	Title	Number of Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Pfirrman Drew J

ONE M&T PLAZA Sr. VP/General Counsel

BUFFALO, NY 14203

Signatures

By: Brian R. Yoshida, Esq. (Attorney-In-Fact) 01/31/2012

**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 includes shares withheld for taxes upon the vesting of restricted stock previously granted to the reporting person and also includes 17 shares that were forfeited due to the reformation of a previous award in order to make it TARP compliant.

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.

Reporting Owners 2