

M&T BANK CORP  
Form 4  
January 05, 2017

**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 \*  
SALAMONE DENIS J

(Last) (First) (Middle)  
440 HILLCREST ROAD  
(Street)  
RIDGEWOOD, NJ 07450  
(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
01/03/2017

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)

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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock                    | 10/26/2016                           |  | G                              | V Amount 18,000 (D) \$ 0 <sup>(1)</sup>                           | 93,087  | D  |   |
| Common Stock                    | 01/03/2017                           |  | A <sup>(2)</sup>               | V Amount 87 (D) \$ 156.43   | 93,174  | D  |   |
| Common Stock                    |                                      |  |                                |   | 7,917   | I  | By ESOP <sup>(3)</sup>                                |
| Common Stock                    | 10/26/2016                           |  | G                              | V Amount 18,000 (D) \$ 0 <sup>(4)</sup>                           | 18,000  | I  | By Family Foundation <sup>(5)</sup>                   |
| Common Stock                    | 11/30/2016 <sup>(6)</sup>            |  | S                              | V Amount 4,000 (D) \$ 143.322                                     | 14,000  | I  | By Family Foundation                                  |

|              |                           |   |       |   |           |        |   |     |     |                             |
|--------------|---------------------------|---|-------|---|-----------|--------|---|-----|-----|-----------------------------|
| Common Stock | 12/07/2016 <sup>(6)</sup> | S | 4,000 | D | \$ 150.26 | 10,000 | I | (7) | (5) | By Family Foundation<br>(5) |
|--------------|---------------------------|---|-------|---|-----------|--------|---|-----|-----|-----------------------------|

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Reporting Date (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

## Reporting Owners

| Reporting Owner Name / Address                                | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| SALAMONE DENIS J<br>440 HILLCREST ROAD<br>RIDGEWOOD, NJ 07450 |               | X         |         |       |

## Signatures

By: Karla L. Harlow, Esq.  
(Attorney-In-Fact) 01/05/2017

\_\_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.

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- (2) This transaction represents stock received by the reporting person in lieu of cash fees pursuant to the M&T Bank Corporation 2008 Directors' Stock Plan.
- (3) Shares allocated for the benefit of the reporting person under the Employee Stock Ownership Plan ("ESOP") of Hudson City Savings Bank.
- (4) The reported transaction involves a transfer of securities by gift for which no consideration was paid.  
The indicated shares are held by the Salamone Family Foundation, a nonprofit corporation in which the reporting person has no pecuniary interest. The reporting person is a trustee of the Salamone Family Foundation and holds voting and dispositive power over the shares held by it.
- (5) The reporting of these transactions is voluntary and therefore does not constitute a late filing. See Footnote 5.  
This transaction was executed in multiple trades at prices ranging from \$143.3095 to \$143.335. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- (6) The reporting of these transactions is voluntary and therefore does not constitute a late filing. See Footnote 5.
- (7) This transaction was executed in multiple trades at prices ranging from \$143.3095 to \$143.335. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

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.