

King Darren J
Form 4
January 31, 2019

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
King Darren J

(Last) (First) (Middle)

ONE M&T PLAZA

(Street)

BUFFALO, NY 14203

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
01/29/2019

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)

E.V.P./Chief Financial Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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. 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	10/31/2018		G	V Amount (A) or (D) Price 444 D \$ 0 (1)	43,448.39	D	
Common Stock	01/29/2019		A(2)	2,270 A (2) \$ 0 (3)	45,718.39	D	
Common Stock	01/29/2019		F(4)	840 D \$ 168	44,878.39	D	
Common Stock	10/31/2018		G	148 A \$ 0 (5)	534	I	By Son (6)
Common Stock	10/31/2018		G	148 A \$ 0 (5)	534	I	By Daughter (7)

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Common Stock	10/31/2018	G	148	A	\$ 0 (5)	534	I	By Daughter (7)
Common Stock						2,318	I	By 401(k) Plan (8)

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. Price of Derivative Security (Instr. 5)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Common Stock Units	(9)					(9)	(9)	Common Stock	(9)

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

King Darren J
ONE M&T PLAZA
BUFFALO, NY 14203

E.V.P./Chief Financial Officer

Signatures

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

01/31/2019

**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) Shares issued pursuant to vesting of performance-based restricted stock units that were granted to the reporting person on January 29, 2016, upon achievement of performance goals under the 2009 M&T Bank Corporation Equity Incentive Compensation Plan.
- (3) The performance-based 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 performance-based restricted stock units.
- (4) Shares withheld for taxes upon the settlement in shares of performance-based restricted stock units previously granted to the reporting person.
- (5) The reported transaction involves a transfer of securities by gift for which no consideration was paid.
- (6) These shares are owned by the son of the reporting person through a custodial account under the Uniform Transfers to Minors Act for which the reporting person is custodian.
- (7) These shares are owned by the daughter of the reporting person through a custodial account under the Uniform Transfers to Minors Act for which the reporting person is custodian.
- (8) The information presented is as of December 31, 2018.

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.

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