

BRUMBACK EMERSON L

Form 4

November 28, 2005

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
BRUMBACK EMERSON L

(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)
11/23/2005

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	11/23/2005		M		34,348	A	\$ 65.8	54,128	D
Common Stock	11/23/2005		M		14,000	A	\$ 75.8	68,128	D
Common Stock	11/23/2005		S		300	D	\$ 110.18	67,828	D
Common Stock	11/23/2005		S		400	D	\$ 110.19	67,428	D
Common Stock	11/23/2005		S		1,600	D	\$ 110.2	65,828	D

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Common Stock	11/23/2005	S	100	D	\$ 110.21	65,728	D
Common Stock	11/23/2005	S	100	D	\$ 110.22	65,628	D
Common Stock	11/23/2005	S	300	D	\$ 110.23	65,328	D
Common Stock	11/23/2005	S	300	D	\$ 110.24	65,028	D
Common Stock	11/23/2005	S	100	D	\$ 110.25	64,928	D
Common Stock	11/23/2005	S	100	D	\$ 110.26	64,828	D
Common Stock	11/23/2005	S	300	D	\$ 110.27	64,528	D
Common Stock	11/23/2005	S	500	D	\$ 110.28	64,028	D
Common Stock	11/23/2005	S	200	D	\$ 110.29	63,828	D
Common Stock	11/23/2005	S	300	D	\$ 110.3	63,528	D
Common Stock	11/23/2005	S	400	D	\$ 110.33	63,128	D
Common Stock	11/23/2005	S	1,000	D	\$ 110.34	62,128	D
Common Stock	11/23/2005	S	600	D	\$ 110.36	61,528	D
Common Stock	11/23/2005	S	3,000	D	\$ 110.37	58,528	D
Common Stock	11/23/2005	S	300	D	\$ 110.38	58,228	D
Common Stock	11/23/2005	S	3,400	D	\$ 110.39	54,828	D
Common Stock	11/23/2005	S	600	D	\$ 110.4	54,228	D
Common Stock	11/23/2005	S	774	D	\$ 110.41	53,454	D
Common Stock	11/23/2005	S	700	D	\$ 110.42	52,754	D
Common Stock	11/23/2005	S	200	D	\$ 110.44	52,554	D
	11/23/2005	S	600	D		51,954	D

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Common Stock						\$ 110.45		
Common Stock	11/23/2005		S	400	D	\$ 110.46	51,554	D
Common Stock	11/23/2005		S	400	D	\$ 110.47	51,154	D
Common Stock	11/23/2005		S	1,000	D	\$ 110.48	50,154	D
Common Stock	11/23/2005		S	300	D	\$ 110.49	49,854	D

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (right to buy)	\$ 65.8	11/23/2005		M		34,348		<u>(1)</u>	01/16/2011	Common Stock	34,348
Option (right to buy)	\$ 75.8	11/23/2005		M		14,000		<u>(3)</u>	01/15/2012	Common Stock	14,000
Option (right to buy)	\$ 68.31	11/25/2005		M		9,132		<u>(1)</u>	02/20/2011	Common Stock	9,132
Option (right to buy)	\$ 75.8	11/25/2005		M		10,000		<u>(3)</u>	01/15/2012	Common Stock	10,000
Option (right to buy)	\$ 91.75	11/25/2005		M		6,494		<u>(4)</u>	01/20/2014	Common Stock	6,494

Phantom					
Common				Common	
Stock	(5)		(5)	Stock	(5)
Units					

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BRUMBACK EMERSON L ONE M&T PLAZA BUFFALO, NY 14203-2399	X		Executive Vice President	

Signatures

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

11/28/2005

__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) Currently exercisable.
- (2) 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.
- (3) The option included a total of 40,000 shares. 24,000 of the covered shares are currently exercisable; and the remaining 16,000 covered shares are exercisable on or after January 15, 2006.
- (4) The option included a total of 64,943 shares. 6,494 of the covered shares are currently exercisable; 12,988 of the covered shares are exercisable on or after January 20, 2006; an additional 19,483 of the covered shares are exercisable on or after January 20, 2007; and the remaining 25,978 covered shares are exercisable on or after January 20, 2008.
- (5) The reported phantom common stock units were held by the reporting person in an excess benefit plan account maintained by M&T Bank Corporation and represented a like number of shares of M&T Bank Corporation common stock. The phantom common stock units were settled in cash and distributed in accordance with the terms of the plan. The reported phantom common stock units also included units acquired through the dividend reinvestment feature of the plan.
- (6) The information presented is as of September 30, 2005.

Remarks:

This is the first of four Form 4 filings by the reporting person to report the reporting person's transactions that occurred on Nov

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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