

SADLER ROBERT E JR
 Form 4
 February 28, 2007

FORM 4

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

OMB APPROVAL

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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 *
SADLER ROBERT E JR

(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)
02/26/2007

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)
 Vice Chairman

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) | Price | | |
| Common Stock | 02/26/2007 | | S | 1,000 | D \$ 122.74 | 245,346 | D |
| Common Stock | 02/26/2007 | | S | 2,000 | D \$ 122.75 | 243,346 | D |
| Common Stock | 02/26/2007 | | S | 1,000 | D \$ 122.79 | 242,346 | D |
| Common Stock | 02/26/2007 | | S | 4,300 | D \$ 122.8 | 238,046 | D |
| Common Stock | 02/26/2007 | | S | 1,200 | D \$ 122.81 | 236,846 | D |

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| | | | | | | | | |
|--------------|------------|---|-------|---|-----------|---------|---|-------------------------|
| Common Stock | 02/26/2007 | S | 100 | D | \$ 122.82 | 236,746 | D | |
| Common Stock | 02/26/2007 | S | 500 | D | \$ 122.83 | 236,246 | D | |
| Common Stock | 02/26/2007 | S | 100 | D | \$ 122.85 | 236,146 | D | |
| Common Stock | 02/26/2007 | S | 1,023 | D | \$ 122.87 | 235,123 | D | |
| Common Stock | 02/26/2007 | S | 1,000 | D | \$ 122.96 | 234,123 | D | |
| Common Stock | 02/26/2007 | S | 300 | D | \$ 123 | 233,823 | D | |
| Common Stock | 02/26/2007 | S | 1,000 | D | \$ 123.11 | 232,823 | D | |
| Common Stock | 02/26/2007 | S | 2,200 | D | \$ 123.4 | 230,623 | D | |
| Common Stock | 02/26/2007 | S | 1,100 | D | \$ 123.5 | 229,523 | D | |
| Common Stock | 02/26/2007 | S | 400 | D | \$ 123.53 | 229,123 | D | |
| Common Stock | 02/26/2007 | S | 300 | D | \$ 123.73 | 228,823 | D | |
| Common Stock | 02/26/2007 | S | 100 | D | \$ 123.75 | 228,723 | D | |
| Common Stock | 02/26/2007 | S | 500 | D | \$ 123.8 | 228,223 | D | |
| Common Stock | 02/26/2007 | S | 100 | D | \$ 123.81 | 228,123 | D | |
| Common Stock | 02/26/2007 | S | 800 | D | \$ 123.82 | 227,323 | D | |
| Common Stock | 02/26/2007 | S | 700 | D | \$ 123.83 | 226,623 | D | |
| Common Stock | 02/26/2007 | S | 300 | D | \$ 123.89 | 226,323 | D | |
| Common Stock | | | | | | 11,500 | I | See footnote <u>(1)</u> |
| Common Stock | | | | | | 81,000 | I | By GRAT #2 <u>(2)</u> |
| Common Stock | | | | | | 19,444 | I | 401 (k) Plan <u>(3)</u> |

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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) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V | (A) | (D) |
| Phantom Common Stock Units | (4) | | | | | (4) | (4) | Common Stock | (4) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------|-------|
| | Director | 10% Owner | Officer | Other |
| SADLER ROBERT E JR ONE M&T PLAZA BUFFALO, NY 14203-2399 | X | | Vice Chairman | |

Signatures

By: Brian R. Yoshida, Esq.
(Attorney-In-Fact) 02/28/2007

**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) The indicated shares are held by the Sadler Family Foundation, a charitable trust in which the reporting person has no pecuniary interest. The reporting person is a trustee of the Sadler Family Foundation and holds voting and dispositive power over the shares held by it.
- (2) The indicated shares are held by a Grantor Retained Annuity Trust ("GRAT #2") of which the reporting person is the trustee and his descendants are beneficiaries. The reporting person continues to report the beneficial ownership of all of the M&T Bank Corporation

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common stock held by the GRAT #2 but disclaims beneficial ownership except to the extent of his pecuniary interest therein.

- (3) The information reported is as of February 23, 2007.

The reported phantom common stock units are held by the reporting person in an excess benefit plan account maintained by M&T Bank

- (4) 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 a 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.

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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