

FOLEY DONALD E  
Form 3  
May 25, 2011

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0104  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

**INITIAL STATEMENT OF 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)

<p>1. Name and Address of Reporting Person *</p> <p>Â FOLEY DONALD E</p> <p>(Last) (First) (Middle)</p> <p>1100 NORTH MARKET STREET,Â RODNEY SQUARE NORTH</p> <p>(Street)</p> <p>WILMINGTON,Â DEÂ 19890</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>05/16/2011</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>M&amp;T BANK CORP [MTB]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p>
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**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	751 <sup>(1)</sup>	D	Â

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

SEC 1473 (7-02)

**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.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Phantom Stock Units	Â (2)	Â (2)	Common Stock	394.9208	\$ (2)	D	Â
Stock Units	Â (3)	Â (3)	Common Stock	317.2101	\$ (3)	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FOLEY DONALD E 1100 NORTH MARKET STREET RODNEY SQUARE NORTH WILMINGTON, DE 19890	Â X	Â	Â	Â

## Signatures

By: Andrea R. Kozlowski, Esq.  
(Attorney-In-Fact) 05/25/2011

\_\_Signature of Reporting Person
Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(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) Acquired pursuant to the Agreement and Plan of Merger (the "Merger Agreement") among M&T Bank Corporation, MTB One, Inc. and Wilmington Trust Corporation ("Wilmington Trust") pursuant to which the reporting person, as a shareholder of Wilmington Trust, received 0.051372 of a share of issuer common stock for each share of Wilmington Trust held by the reporting person at the time of the consummation of the merger, subject to the proration and allocation procedures set forth in the Merger Agreement.
- (2) The reported phantom stock units resulted from the conversion of existing phantom stock units received by the reporting person under a director fee plan maintained by Wilmington Trust, which was acquired by M&T Bank Corporation on May 16, 2011. The phantom stock units may be settled in cash upon a distribution in accordance with the terms of the plan.
- (3) The reported stock units resulted from the conversion of existing stock units received by the reporting person under a director fee plan maintained by Wilmington Trust, which was acquired by M&T Bank Corporation on May 16, 2011, and represent a like number of shares of M&T Bank Corporation common stock. The stock units may be settled in shares of M&T Bank Corporation common stock under the Wilmington Trust Amended and Restated 2005 Long-Term Incentive Plan and the Wilmington Trust Amended and Restated 2009 Long-Term Incentive Plan upon a distribution in accordance with the terms of the plans.

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.