

M&T BANK CORP
Form 4
July 23, 2013

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 *
HICKEY BRIAN E

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
07/19/2013

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

Executive Vice President

255 EAST AVENUE

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

ROCHESTER, NY 14604-2624

(City) (State) (Zip)

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 | 05/13/2013 | | G | | 1,000 | D | \$ 0 ⁽¹⁾ |
| Common Stock | 07/19/2013 | | M | | 34,969 | A | \$ 91.75 |
| Common Stock | 07/19/2013 | | M | | 28,292 | A | \$ 108.93 |
| Common Stock | 07/19/2013 | | M | | 25,237 | A | \$ 91.28 |
| Common Stock | 07/19/2013 | | F | | 3,381 | D | \$ 118.23 |

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Common Stock 07/19/2013 S 84,478 D \$ 118.4282 37,782.55 D
(2)

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

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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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Option (right to buy) | \$ 91.75 | 07/19/2013 | | M | 34,969 | <u>(3)</u> 01/20/2014 | Common Stock | 34,969 |
| Option (right to buy) | \$ 108.93 | 07/19/2013 | | M | 28,292 | <u>(3)</u> 01/17/2016 | Common Stock | 28,292 |
| Option (right to buy) | \$ 91.28 | 07/19/2013 | | M | 25,237 | <u>(3)</u> 01/31/2018 | Common Stock | 25,237 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| HICKEY BRIAN E 255 EAST AVENUE ROCHESTER, NY 14604-2624 | | | Executive Vice President | |

Signatures

By: Andrea R. Kozlowski, Esq.
(Attorney-In-Fact) 07/23/2013

**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.

This transaction was executed in multiple trades at prices ranging from \$118.00 to \$119.04. The price reported above reflects the
(2) 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.

(3) Currently exercisable.

(4) The option was granted under an incentive compensation plan maintained by M&T Bank Corporation, and therefore the reporting person paid no price for the option.

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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