

SPYCHALA MICHAEL R
Form 4
August 25, 2006

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 *
SPYCHALA MICHAEL R

(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)
08/24/2006

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)
Sr. VP & Controller

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	08/24/2006		M		10,000 A \$ 29	20,526	D
Common Stock	08/24/2006		M		7,500 A \$ 44.2063	28,026	D
Common Stock	08/24/2006		S		200 D \$ 122.93	27,826	D
Common Stock	08/24/2006		S		500 D \$ 122.94	27,326	D
Common Stock	08/24/2006		S		100 D \$ 122.95	27,226	D

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Common Stock	08/24/2006	S	400	D	\$ 122.96	26,826	D
Common Stock	08/24/2006	S	1,600	D	\$ 122.97	25,226	D
Common Stock	08/24/2006	S	100	D	\$ 122.98	25,126	D
Common Stock	08/24/2006	S	200	D	\$ 123	24,926	D
Common Stock	08/24/2006	S	500	D	\$ 123.01	24,426	D
Common Stock	08/24/2006	S	100	D	\$ 123.02	24,326	D
Common Stock	08/24/2006	S	1,200	D	\$ 123.06	23,126	D
Common Stock	08/24/2006	S	300	D	\$ 123.07	22,826	D
Common Stock	08/24/2006	S	100	D	\$ 123.08	22,726	D
Common Stock	08/24/2006	S	500	D	\$ 123.13	22,226	D
Common Stock	08/24/2006	S	400	D	\$ 123.16	21,826	D
Common Stock	08/24/2006	S	100	D	\$ 123.17	21,726	D
Common Stock	08/24/2006	S	200	D	\$ 123.18	21,526	D
Common Stock	08/24/2006	S	400	D	\$ 123.2	21,126	D
Common Stock	08/24/2006	S	600	D	\$ 123.22	20,526	D
Common Stock	08/24/2006	S	200	D	\$ 123.23	20,326	D
Common Stock	08/24/2006	S	500	D	\$ 123.24	19,826	D
Common Stock	08/24/2006	S	200	D	\$ 123.25	19,626	D
Common Stock	08/24/2006	S	100	D	\$ 123.27	19,526	D
Common Stock	08/24/2006	S	100	D	\$ 123.33	19,426	D
	08/24/2006	S	100	D	\$ 123.35	19,326	D

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Common Stock								
Common Stock	08/24/2006	S	200	D	\$ 123.5	19,126	D	
Common Stock	08/24/2006	S	130	D	\$ 123.52	18,996	D	
Common Stock	08/24/2006	M	1,500	A	\$ 29	1,500	I	By Wife
Common Stock	08/24/2006	M	1,000	A	\$ 44.2063	2,500	I	By Wife

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. Amount or Number of Shares
Option (Right to buy)	\$ 29	08/24/2006		M	10,000	<u>(1)</u> 01/21/2007	Common Stock	10,000
Option (Right to buy)	\$ 44.2063	08/24/2006		M	7,500	<u>(1)</u> 01/20/2008	Common Stock	7,500
Option (Right to buy)	\$ 29	08/24/2006		M	1,500	<u>(1)</u> 01/21/2007	Common Stock	1,500
Option (Right to buy)	\$ 44.2063	08/24/2006		M	1,000	<u>(1)</u> 01/20/2008	Common Stock	1,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SPYCHALA MICHAEL R ONE M&T PLAZA BUFFALO, NY 14203-2399			Sr. VP & Controller	

Signatures

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

08/25/2006

__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.

Remarks:

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

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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