

SADLER ROBERT E JR
 Form 4
 November 17, 2010

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 *
 SADLER ROBERT E JR

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)
 ONE M&T PLAZA
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 11/15/2010

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

BUFFALO, NY 14203-2399
 (City) (State) (Zip)

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

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		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 Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)				Price
Common Stock	12/29/2009		G		7,600	D	\$ 0 ⁽¹⁾	59,511	D	Indirect Beneficial Ownership (Instr. 4)
Common Stock	07/02/2010 ⁽²⁾		J ⁽³⁾	V	2,099	A	\$ 0	61,610	D	Indirect Beneficial Ownership (Instr. 4)
Common Stock	07/02/2010 ⁽²⁾		J ⁽⁴⁾	V	10,458	A	\$ 0	72,068	D	Indirect Beneficial Ownership (Instr. 4)
Common Stock	08/17/2010 ⁽²⁾		J ⁽⁵⁾	V	17,841	A	\$ 0	89,909	D	Indirect Beneficial Ownership (Instr. 4)
Common Stock	11/15/2010		M		62,247	A	\$ 65.8	152,156	D	Indirect Beneficial Ownership (Instr. 4)
Common Stock	11/15/2010		M		16,233	A	\$ 68.31	168,389	D	Indirect Beneficial Ownership (Instr. 4)

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Common Stock									
Common Stock	11/15/2010		M	73,681	A	\$ 75.8	242,070	D	
Common Stock	11/15/2010		F	140,478	D	\$ 81.29	101,592	D	
Common Stock	11/17/2010		S	11,683	D	\$ 79.2854 (6)	89,909	D	
Common Stock	12/29/2009		G	7,600	A	\$ 0 (7)	14,623	I	See footnote (8)
Common Stock	07/02/2010(2)		J(3)	V 2,099	D	\$ 0	0	I	By GRAT #3
Common Stock	08/17/2010(2)		J(5)	V 17,841	D	\$ 0	82,159	I	By GRAT #4 (9)

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
Phantom Common Stock Units	(10)					(10)	(10)	Common Stock	(10)
Option (right to buy)	\$ 65.8	11/15/2010		M	62,247	(11)	01/16/2011	Common Stock	62,247
	\$ 68.31	11/15/2010		M	16,233	(11)	02/20/2011		16,233

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- (12) 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.

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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