

Beardi James J  
Form 3  
January 19, 2006

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

OMB APPROVAL

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**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)

1. Name and Address of Reporting Person *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Â Beardi James J		(Month/Day/Year)	M&T BANK CORP [MTB]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
		01/17/2006		
ONE M&T PLAZA			(Check all applicable)	6. Individual or Joint/Group Filing(Check Applicable Line)
	(Street)		<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	<input checked="" type="checkbox"/> Form filed by One Reporting Person
BUFFALO,Â NYÂ 14203			<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input type="checkbox"/> Form filed by More than One Reporting Person
(City)	(State)	(Zip)	(give title below) (specify below)	
			Executive Vice President	

**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	30,800.12	D	Â

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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**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 Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Title	Amount or Number of		

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				Shares		(I) (Instr. 5)	
Option (right to buy)	Â (1)	01/21/2007	Common Stock	9,560	\$ 29	D	Â
Option (right to buy)	Â (1)	01/20/2008	Common Stock	10,740	\$ 44.2063	D	Â
Option (right to buy)	Â (1)	01/19/2009	Common Stock	13,000	\$ 49.5	D	Â
Option (right to buy)	Â (1)	01/18/2010	Common Stock	25,000	\$ 42	D	Â
Option (right to buy)	Â (1)	01/16/2011	Common Stock	15,000	\$ 65.8	D	Â
Option (right to buy)	Â (1)	01/15/2012	Common Stock	15,000	\$ 75.8	D	Â
Option (right to buy)	Â (2)	01/21/2013	Common Stock	15,000	\$ 80.23	D	Â
Option (right to buy)	Â (3)	01/20/2014	Common Stock	14,987	\$ 91.75	D	Â
Option (right to buy)	Â (4)	01/18/2015	Common Stock	7,500	\$ 101.8	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Beardi James J ONE M&T PLAZA BUFFALO, NY 14203	Â	Â	Â Executive Vice President	Â

## Signatures

By: Brian R. Yoshida, Esq.  
(Attorney-In-Fact) 01/19/2006

\_\_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) Currently exercisable.
- (2) The option included a total of 15,000 shares. 4,500 of the covered shares are currently exercisable; an additional 4,500 of the covered shares are exercisable on or after January 21, 2006; and the remaining 6,000 covered shares are exercisable on or after January 21, 2007.
- (3) The option included a total of 14,987 shares. 1,498 of the covered shares are currently exercisable; an additional 2,998 of the covered shares are exercisable on or after January 20, 2006; an additional 4,496 of the covered shares are exercisable on or after January 20, 2007; and the remaining 5,995 covered shares are exercisable on or after January 20, 2008.
- (4)

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The option included a total of 7,500 shares. 750 of the covered shares are currently exercisable; an additional 1,500 of the covered shares are exercisable on or after January 18, 2007; an additional 2,250 of the covered shares are exercisable on or after January 18, 2008; and the remaining 3,000 covered shares are exercisable on or after January 18, 2009.

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.