

M&T BANK CORP  
Form 3  
October 31, 2008

**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 Warman D Scott N		(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)
		10/21/2008		
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"/> Officer	<input type="checkbox"/> Other
			(give title below)	(specify below)
			Senior Vice President	
				<input checked="" type="checkbox"/> Form filed by One Reporting Person
				<input type="checkbox"/> Form filed by More than One Reporting Person
BUFFALO,Â NYÂ 14203				
(City)	(State)	(Zip)		

**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	2,841	D <sup>(1)</sup>	Â
Common Stock	3,796.5248	I	401(k) Plan <sup>(2)</sup>
Common Stock	1,280	I	By IRA

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	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	
Option (Right to Buy)	Â (3)	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	10,766	\$ 101.8	D	Â
Option (Right to Buy)	Â (5)	01/17/2016	Common Stock	12,100	\$ 108.93	D	Â
Option (Right to Buy)	Â (6)	01/31/2017	Common Stock	15,390	\$ 121.31	D	Â
Option (Right to Buy)	Â (7)	01/31/2018	Common Stock	22,083	\$ 91.28	D	Â
Phantom Common Stock Units	Â (8)	Â (8)	Common Stock	602.9079	\$ (8)	I	Supplemental 401(k) Plan (2)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Warman D Scott N ONE M&T PLAZA BUFFALO, NY 14203	Â	Â	Â Senior Vice President	Â

## Signatures

By: Andrea R. Kozlowski, Esq.  
(Attorney-In-Fact) 10/31/2008

\_\_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) Jointly owned
- (2) The information presented is as of October 29, 2008.
- (3) Currently exercisable
- (4) The option granted includes a total of 10,766 shares. 6,459 of the covered shares are currently exercisable; and the remaining 4,307 covered shares are exercisable on or after January 18, 2009.
- (5) The option granted includes a total of 12,100 shares. 3,630 of the covered shares are currently exercisable; an additional 3,630 of the covered shares are exercisable on or after January 17, 2009; and the remaining 4,840 covered shares are exercisable on or after January 17, 2010.

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(6) The option granted includes a total of 15,390 shares. 1,539 of the covered shares are currently exercisable; an additional 3,078 of the covered shares are exercisable on or after January 31, 2009; an additional 4,617 of the covered shares are exercisable on or after January 31, 2010; and the remaining 6,156 covered shares are exercisable on or after January 31, 2011.

(7) The option granted includes a total of 22,083 shares. 2,208 of the covered shares are exercisable on or after January 31, 2009; an additional 4,416 of the covered shares are exercisable on or after January 31, 2010; an additional 6,625 of the covered shares are exercisable on or after January 31, 2011; and the remaining 8,834 covered shares are exercisable on or after January 31, 2012.

(8) The reported phantom common stock units are held by the reporting person in an excess benefit plan account maintained by M&T Bank Corporation and represent a like number of shares of M&T Bank Corporation common stock. The phantom common stock units may only be settled in cash upon distribution in accordance with the terms of the plan. The reported phantom common stock units also include units acquired through the dividend reinvestment feature of the plan.

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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