

FOLEY DONALD E
Form 3
May 25, 2011

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 *

FOLEY DONALD E

(Last) (First) (Middle)

1100 NORTH MARKET STREET, RODNEY SQUARE NORTH

(Street)

WILMINGTON, DE 19890

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)

05/16/2011

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

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

5. 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 Beneficially Owned

1. Title of Security (Instr. 4)

Common Stock

2. Amount of Securities Beneficially Owned (Instr. 4)

751 ⁽¹⁾

3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)

D

4. Nature of Indirect Beneficial Ownership (Instr. 5)

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

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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

5. Ownership Form of Derivative Security

6. Nature of Indirect Beneficial Ownership (Instr. 5)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Phantom Stock Units	Â (2)	Â (2)	Common Stock	394.9208	\$ (2)	D	Â
Stock Units	Â (3)	Â (3)	Common Stock	317.2101	\$ (3)	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FOLEY DONALD E 1100 NORTH MARKET STREET RODNEY SQUARE NORTH WILMINGTON,Â DEÂ 19890	Â X	Â	Â	Â

Signatures

By: Andrea R. Kozlowski, Esq.
(Attorney-In-Fact) 05/25/2011

__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) Acquired pursuant to the Agreement and Plan of Merger (the "Merger Agreement") among M&T Bank Corporation, MTB One, Inc. and Wilmington Trust Corporation ("Wilmington Trust") pursuant to which the reporting person, as a shareholder of Wilmington Trust, received 0.051372 of a share of issuer common stock for each share of Wilmington Trust held by the reporting person at the time of the consummation of the merger, subject to the proration and allocation procedures set forth in the Merger Agreement.

(2) The reported phantom stock units resulted from the conversion of existing phantom stock units received by the reporting person under a director fee plan maintained by Wilmington Trust, which was acquired by M&T Bank Corporation on May 16, 2011. The phantom stock units may be settled in cash upon a distribution in accordance with the terms of the plan.

(3) The reported stock units resulted from the conversion of existing stock units received by the reporting person under a director fee plan maintained by Wilmington Trust, which was acquired by M&T Bank Corporation on May 16, 2011, and represent a like number of shares of M&T Bank Corporation common stock. The stock units may be settled in shares of M&T Bank Corporation common stock under the Wilmington Trust Amended and Restated 2005 Long-Term Incentive Plan and the Wilmington Trust Amended and Restated 2009 Long-Term Incentive Plan upon a distribution in accordance with the terms of the plans.

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.