#### CZARNECKI MARK J

Form 4/A

December 21, 2010

## FORM 4

### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

**OMB** Number:

3235-0287

2005

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if no longer subject to

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

January 31, Expires: Estimated average

**OMB APPROVAL** 

Section 16. Form 4 or Form 5 obligations

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

burden hours per response...

may continue. See Instruction

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1(b).

Common

Stock

12/10/2010

(Print or Type Responses)

	Address of Reporting I	Person * 2. Issue Symbol	r Name <b>and</b> Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer			
		M&T F	BANK CORP [MTB]	(Check all applicable)			
(Last)	(First) (N	,	f Earliest Transaction				
			Day/Year) 2010	Director 10% Owner X Officer (give title Other (specify			
one mai		12/21/2	.010	below) below) Executive Vice President			
	(Street)	4. If Amo	endment, Date Original	6. Individual or Joint/Group Filing(Check			
		`	nth/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
DIFFILE	NIX 1 1000 0000	12/13/2	2010				
BUFFALO,	NY 14203-2399						
(City)	(State)	(Zip) Tab	le I - Non-Derivative Securities Ac	quired, Disposed of, or Beneficially Owned			
1.Title of	2. Transaction Date		3. 4. Securities Acquired	5. Amount of 6. 7. Nature of Securities Ownership Indirect			
Security	(Month/Day/Year)	Execution Date, if	Transaction(A) or Disposed of (D)				
(Instr. 3)		any (Month/Day/Year)	Code (Instr. 3, 4 and 5) (Instr. 8)	Beneficially Form: Direct Beneficial Owned (D) or Ownership			
		(Wolldin Day Tear)	(msu. 6)	Following Indirect (I) (Instr. 4)			
			(A)	Reported (Instr. 4)			
			or	Transaction(s)			
			Code V Amount (D) Price	(Instr. 3 and 4)			
Common Stock	12/10/2010		A 39,854 A \$65.	8 122,811.83 D			

34,693 D

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

F

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

88,118.83

D

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# 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. Transactic Code (Instr. 8)	5. Number of orDerivative 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
Option (right to buy)	\$ 65.8	12/10/2010		M	39,854	<u>(1)</u>	01/16/2011	Common Stock	39,854
Phantom Common Stock Units	(3)					(3)	(3)	Common Stock	(3)

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

CZARNECKI MARK J ONE M&T PLAZA BUFFALO, NY 14203-2399

**Executive Vice President** 

## **Signatures**

By: Andrea R. Kozlowski, Esq. (Attorney-In-Fact)

12/21/2010

\*\*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.
- (2) 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.
- (3) 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.

(4) The information presented is as of September 30, 2010

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#### **Remarks:**

This amended filing is being made to correct a clerical error concerning the amount of shares that were withheld for tax purpose. 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.