

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

FORM 8-K

CURRENT REPORT

**Pursuant to Section 13 or 15(d) of
the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): November 5, 2009

M&T BANK CORPORATION

(Exact name of registrant as specified in its charter)

New York

(State or other jurisdiction of incorporation)

1-9861

(Commission File Number)

16-0968385

(I.R.S. Employer Identification No.)

One M&T Plaza, Buffalo, New York
(Address of principal executive offices)

14203
(Zip Code)

Registrant's telephone number, including area code: (716) 842-5445

(NOT APPLICABLE)

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instructions A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 7.01. Regulation FD Disclosure.

On November 5, 2009, representatives of M&T Bank Corporation (“M&T”) will deliver a presentation to analysts and investors at the BancAnalysts Association of Boston 2009 Conference in Boston, Massachusetts. M&T’s presentation is scheduled to begin at 2:05 p.m. Eastern Time. A copy of this presentation is attached as Exhibit 99.

The information in this Form 8-K, including Exhibit 99 attached hereto, shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934 (the “Exchange Act”), or otherwise subject to the liability of such section, nor shall it be deemed incorporated by reference in any filing of M&T under the Securities Act of 1933 or the Exchange Act, regardless of any general incorporation language in such filing, unless expressly incorporated by specific reference in such filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	
99	M&T Bank Corporation Presentation.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

M&T BANK CORPORATION

Date: November 5, 2009

By: /s/ René F. Jones

René F. Jones
Executive Vice President
and Chief Financial Officer

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EXHIBIT INDEX

Exhibit No.
99

M&T Bank Corporation Presentation. Filed herewith.



**BancAnalysts Association of Boston
2009 Annual Bank Conference**

November 5th, 2009

 **M&T Bank Corporation**

Disclaimer

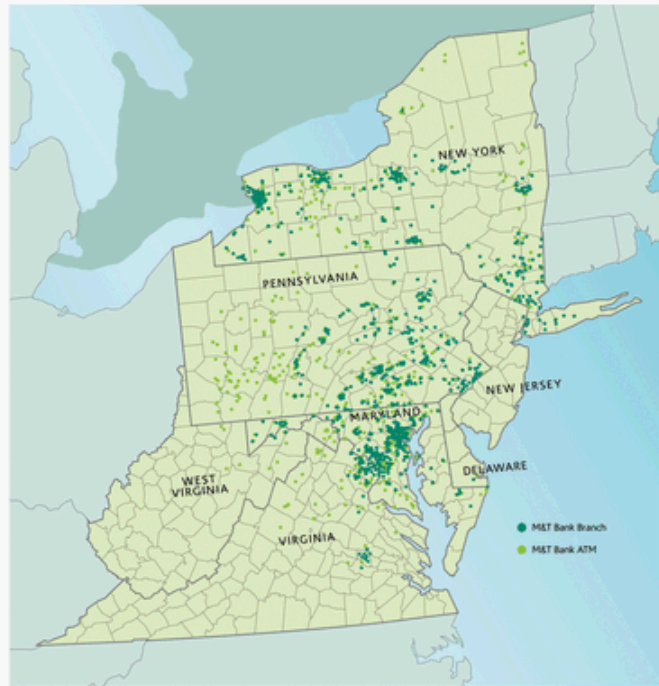
This presentation contains forward looking statements within the meaning of the Private Securities Litigation Reform Act giving the Company's expectations or predictions of future financial or business performance or conditions. Forward-looking statements are typically identified by words such as "believe," "expect," "anticipate," "intend," "target," "estimate," "continue," "positions," "prospects" or "potential," by future conditional verbs such as "will," "would," "should," "could" or "may", or by variations of such words or by similar expressions. These forward-looking statements are subject to numerous assumptions, risks and uncertainties which change over time. Forward-looking statements speak only as of the date they are made and we assume no duty to update forward-looking statements.

In addition to factors previously disclosed in our SEC reports and those identified elsewhere in this presentation, the following factors among others, could cause actual results to differ materially from forward-looking statements or historical performance: ability to obtain regulatory approvals and meet other closing conditions to the merger, including approval by Provident shareholders, on the expected terms and schedule; delay in closing the merger; difficulties and delays in integrating the M&T and Provident businesses or fully realizing cost savings and other benefits; business disruption following the merger; changes in asset quality and credit risk; the inability to sustain revenue and earnings growth; changes in interest rates and capital markets; inflation; customer acceptance of M&T products and services; customer borrowing, repayment, investment and deposit practices; customer disintermediation; the introduction, withdrawal, success and timing of business initiatives; competitive conditions; the inability to realize cost savings or revenues or to implement integration plans and other consequences associated with mergers, acquisitions and divestitures; economic conditions; and the impact, extent and timing of technological changes, capital management activities, and other actions of the Federal Reserve Board and legislative and regulatory actions and reforms.

Annualized, pro forma, projected and estimated numbers are used for illustrative purpose only, are not forecasts and may not reflect actual results.

M&T Bank Corporation – Overview

- Top 20 US-based full-service commercial bank holding company by assets and Top 15 by market cap*
- \$69 billion total assets
- 832 branches in seven states / District of Columbia
 - 92% in NY, PA, MD
 - 7% in VA
- Over 1,900 ATMs across retail bank footprint
- Over 2 million retail customers
- Over 190,000 commercial customers



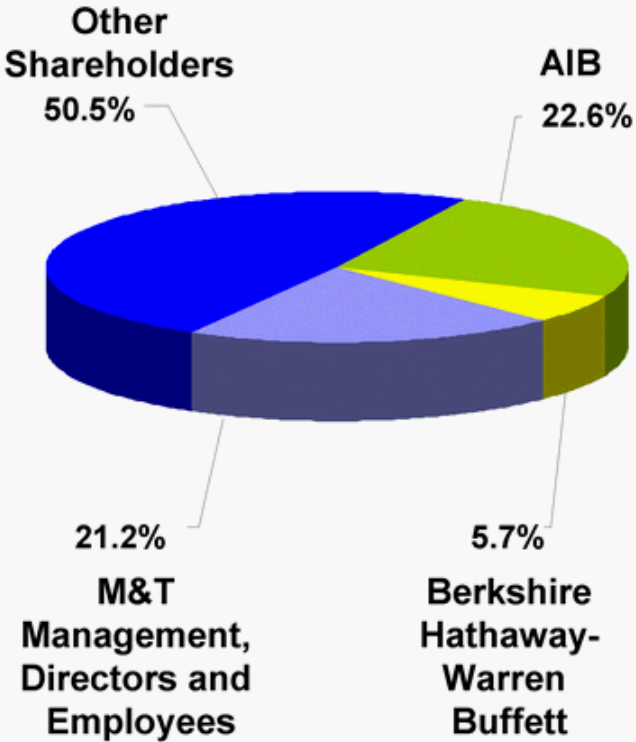
*As of September 30, 2009

M&T's Culture – “Understanding what’s important.”

For more than 150 years, M&T Bank has delivered on our promise of “Understanding what’s important” by building deep, long-lasting relationships with our customers and by investing in our communities.

- Focused on long term shareholder returns
- Conservatively and consistently managed
- Committed to execution at the local level

Focus on Long Term Shareholder Returns



- Management’s Interest aligned with Shareholders’ Interests
- Approximately 50% Ownership between AIB, M&T Insiders and Warren Buffett

Ownership as of 9/30/09, as available, otherwise as of 2/27/09. Inside calculation includes options & deferred bonus shares.

M&T's Core Foundation is *Stability*...

... However, we are always challenging that stability by bringing in experienced professionals and maintaining a pipeline of new talent through campus recruitment programs

M&T Bank average employee tenure (as of 7/6/09):	9.9 years
▪ M&T Bank average tenure of employees with >1 yr service:	10.9 years
<i>vs.</i>	
US Dept. of Labor financial services industry average tenure:	4.7 years

Management Group average tenure:	21.5 years
Senior Vice President average tenure:	18.4 years
Regional President average tenure:	17.9 years
Branch Manager average tenure:	12.7 years
Commercial RM average tenure:	9.8 years
Teller average tenure:	7.7 years

Advantages of M&T's Community Bank Model

We lend in the markets where we live and work to people and enterprises whom we know

- Keep decisions close to customer
- Specific product expertise is structured centrally, but delivered locally
- Ability to quickly respond to strategic priorities of the Bank
- Centrally controlled, but regionally managed, risk creation process



September 2009 YTD Results

September 2009 YTD Summary

(\$ in millions, except per share data)

	September YTD		Fav/(Unfav) vs. 2008 %	
	2008	2009	MTB	Peer Median
Net Operating Income ¹	\$487	\$305	(37%)	(58%)
Net Operating EPS ¹	\$4.39	\$2.37	(46%)	(94%)
GAAP Net Income	\$454	\$243	(46%)	(63%)
GAAP EPS	\$4.09	\$1.84	(55%)	(102%)

- Lowest NCO Ratio % among peers
- Consistent Net Operating coverage of quarterly dividend
- Profitable in every quarter of last 33 years
- Net Interest Margin expanded 22 bps from 3rd quarter of 2008
- 40 bps improvement in TCE ratio

(1) Excludes merger-related gains and expenses and amortization expense associated with intangible assets. Reconciliation included in Appendix.

Key Ratios

	2006	2007	2008	Q1 2009	Q2 2009	Q3 2009
Diluted Earnings Per Share						
GAAP	\$7.37	\$5.95	\$5.01	\$0.49	\$0.36	\$0.97
Net Operating ⁽¹⁾	\$7.73	\$6.40	\$5.39	\$0.59	\$0.79	\$0.98
Pre-tax, Pre-provision Earnings / Avg RWA	2.70%	2.19%	2.01%	1.66%	1.35%	1.99%*
Net Interest Margin	3.70%	3.60%	3.38%	3.19%	3.43%	3.61%
Efficiency Ratio - Tangible ⁽²⁾	51.51%	52.77%	54.35%	58.68%	60.03%	55.21%
Allowance to Loans (As At)	1.51%	1.58%	1.61%	1.73%	1.76% ^[3]	1.81%^[3]
Net Charge-Offs to Loans	0.16%	0.26%	0.78%	0.83%	1.09%	1.07%
Common Equity to Assets - Tangible (As At)	5.84%	5.01%	4.59%	4.86%	4.49%	4.89%
Tier 1 Capital Ratio	7.74%	6.84%	8.83%	8.76%	8.17%	8.42%*
Total Capital Ratio	11.78%	11.18%	12.83%	12.74%	11.87%	12.15%*
Leverage Ratio	7.20%	6.59%	8.35%	8.39%	8.38%	8.28%

(1) Excludes merger-related gains and expenses and amortization expense associated with intangible assets. Reconciliation included in Appendix.

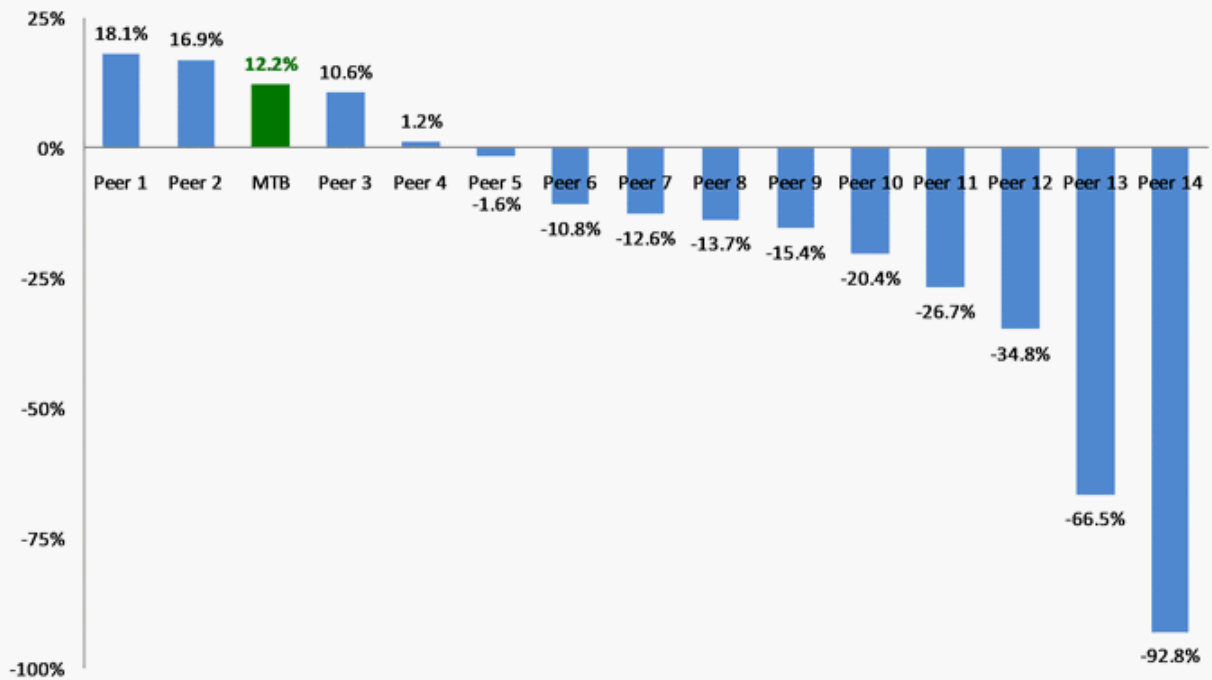
(2) Efficiency Ratio reflects non-interest expense (excluding amortization expense associated with intangible assets, merger-related expenses and other non-recurring expenses) as a percentage of fully taxable equivalent net interest income and non-interest revenues (excluding gains from securities transactions and non-recurring items).

(3) Allowance to legacy M&T loans. Per SFAS No. 141R and SOP 03-3, Provident and Bradford loans were marked to fair value at acquisition with no related reserves.

* Preliminary

Operating Return on Avg. Tangible Common Equity – Sept '09 YTD

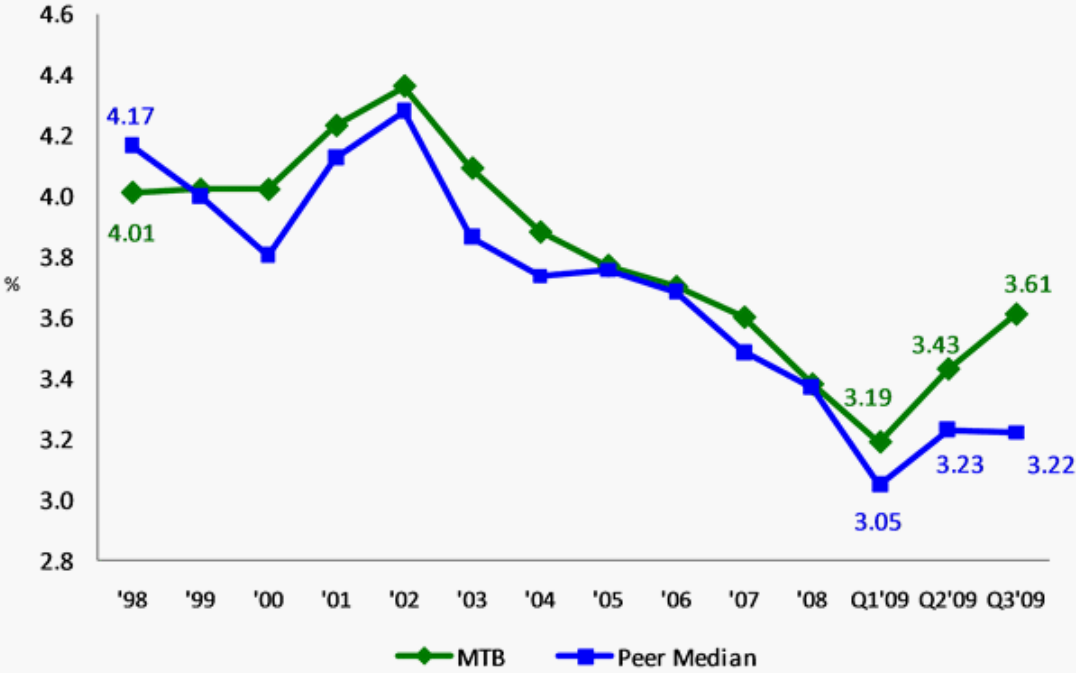
- 10 of 15 peer banks reported losses for the first nine months of 2009
- M&T is one of only 3 peer banks to report a profit in every quarter of 2007, 2008 and 2009



Note: Excludes amortization of intangibles and goodwill impairment, merger-related items, and other nonrecurring items as noted by SNL. 2009 includes the FDIC special assessment.

Net Interest Margin

M&T's focus on returns and relationships rather than volumes allows it to maintain a modest advantage over the peer group



Note: Taxable Equivalent net interest margin used for M&T and for peer banks when available.

Risk-Adjusted Net Interest Margin

Risk Adjusted Net Interest Margin* Sept '09 YTD



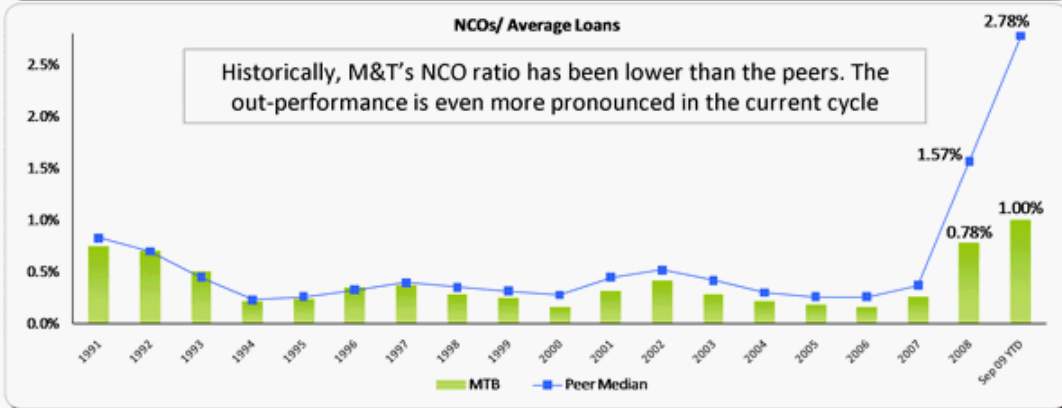
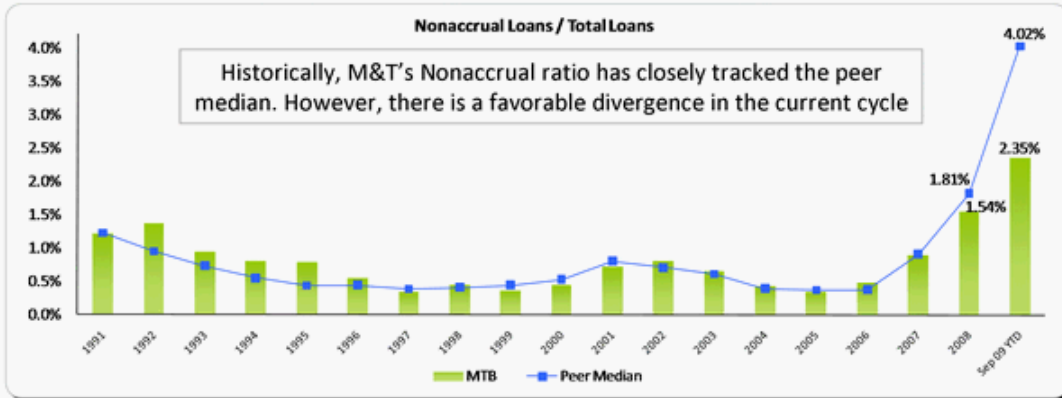
*FTE Net Interest Income less Net Charge-Offs as a percentage of average earning assets.

 M&T Bank Corporation



Credit Quality vs. Peer Banks

Historical Credit Cycle: 1991 – Q3 2009

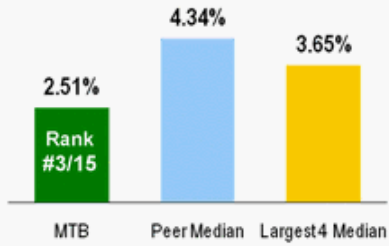


Source: SNL Interactive. FR Y9C data used. September 2009 YTD data from peer bank earnings releases.

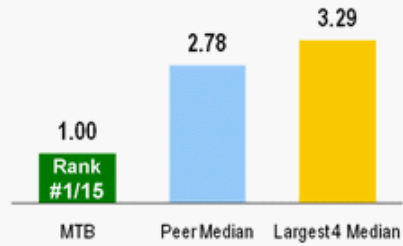
Credit Quality – September 2009 YTD

M&T has the second highest coverage ratio among peers while maintaining the lowest ratio of net charge-offs to average loans

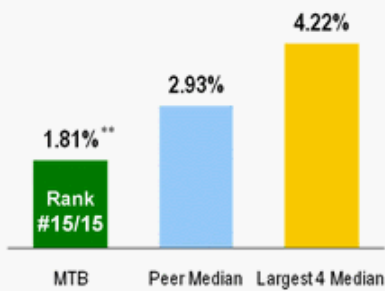
NPAs / Loans + OREO



Net Charge-Offs / Avg Loans*

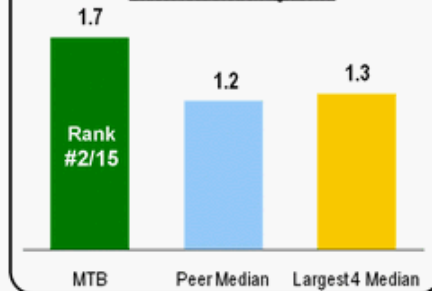


Reserves / Loans



Coverage Ratio

Reserves / Net Charge-Offs*



Source: SNL Interactive, peer bank earnings releases.

* September 2009 YTD Annualized Net Charge-Offs

** Reserves to Legacy M&T Loans. 1.66% including 2009 loans acquired at fair value without reserves.

Commercial Credit Quality vs Peers – June 30, 2009

Construction & Development Portfolio				
	30+ PD	Nonaccrual /		LTMNCO
	Delinquency	Total Loans		Ratio %
	% of Total	%	%	
Peer 1	8.9	6.6	32.8	14.53
Peer 2	10.3	6.5	15.7	12.76
Peer 3	14.2	3.5	15.5	10.97
Peer 4	28.5	1.7	11.0	7.10
Peer 5	11.2	3.4	12.7	6.45
Peer 6	10.1	5.4	13.1	5.76
Peer 7	18.5	2.7	12.4	5.16
Peer 8	8.7	7.5	12.7	4.97
Peer 9	10.8	2.3	12.9	4.65
Peer 10	5.3	4.0	14.6	3.40
Peer 11	6.8	17.4	12.5	3.15
Peer 12	15.9	1.6	5.9	2.58
Peer 13	3.3	4.4	7.9	2.56
Peer 14	7.3	4.2	17.6	2.53
MTB	10.5	0.9	6.4	2.39
Peer Median	10.3	4.0	12.7	4.97

Multifamily & CRE Portfolio				
	30+ PD	Nonaccrual /		LTMNCO
	Delinquency	Total Loans		Ratio %
	% of Total	%	%	
Peer 1	12.9	2.5	5.2	3.40
Peer 2	24.6	2.0	3.9	1.66
Peer 3	21.2	0.6	5.2	1.61
Peer 4	16.5	2.1	4.1	1.49
Peer 5	24.9	1.5	3.5	1.15
Peer 6	13.6	1.2	2.2	1.02
Peer 7	30.5	0.6	3.6	0.99
Peer 8	14.7	3.8	3.1	0.72
Peer 9	23.6	1.0	1.7	0.62
Peer 10	16.0	0.9	2.1	0.37
Peer 11	11.6	0.9	2.2	0.30
Peer 12	36.6	1.6	2.7	0.29
Peer 13	12.0	1.0	1.4	0.28
Peer 14	19.3	0.7	1.4	0.26
MTB	28.6	0.4	0.8	0.08
Peer Median	19.3	1.0	2.7	0.72

Commercial & Industrial Portfolio				
	30+ PD	Nonaccrual /		LTMNCO
	Delinquency	Total Loans		Ratio %
	% of Total	%	%	
Peer 1	25.1	1.3	2.8	7.37
Peer 2	19.5	1.6	0.8	2.66
Peer 3	20.5	0.9	2.6	2.36
Peer 4	36.1	1.4	1.7	2.16
Peer 5	28.5	0.8	1.4	2.00
Peer 6	44.7	1.8	2.7	1.88
Peer 7	27.5	1.5	2.0	1.72
Peer 8	33.6	0.6	2.8	1.56
Peer 9	34.3	1.1	2.0	1.28
Peer 10	30.2	1.5	1.6	1.22
Peer 11	29.6	0.5	1.9	1.08
Peer 12	33.1	1.2	1.5	1.04
MTB	27.2	0.7	2.1	1.01
Peer 13	20.2	0.6	0.8	0.83
Peer 14	56.3	0.4	1.1	0.81
Peer Median	29.6	1.1	1.9	1.56

- MTB's CRE concentration has remained stable as the industry has ramped up exposure
 - Peers have grown CRE concentrations 3x more than MTB over the last 10 years
- Disciplined credit underwriting with a focus on core credit principals:
 - Long institutional memory with senior management involvement in all large relationships
 - Maintained consistent underwriting standards
 - Did not underwrite to anticipatory values
 - Focused on cash flow

Consumer Credit Quality vs Peers – June 30, 2009

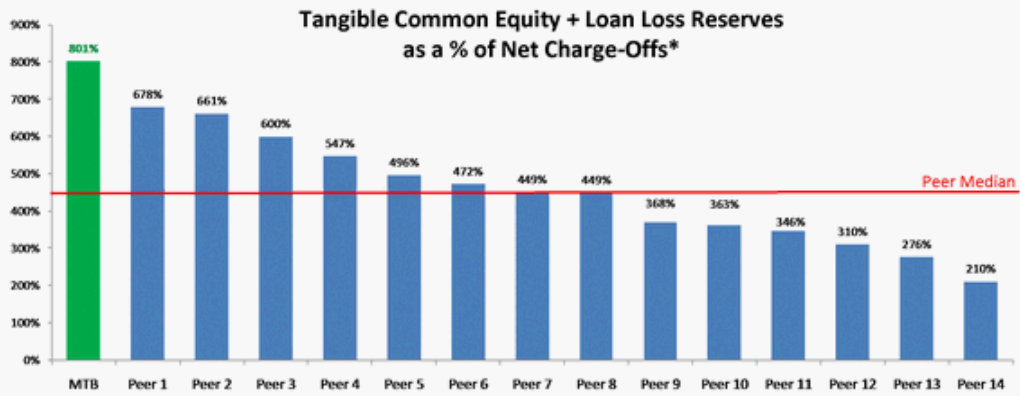
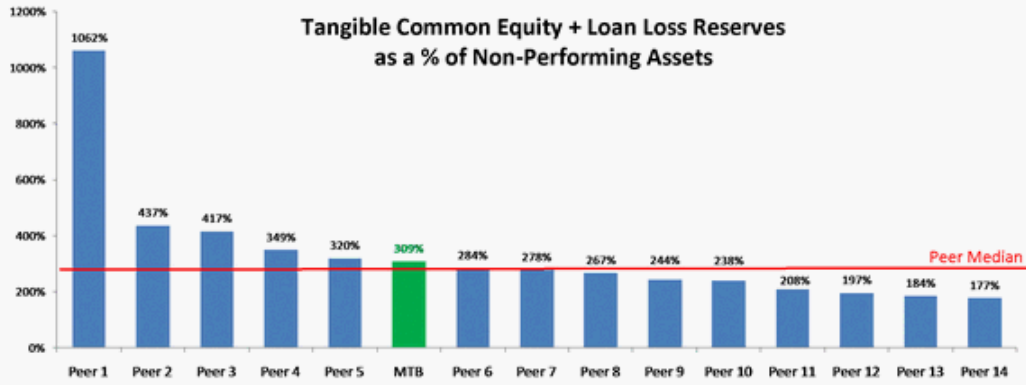
HELOC Portfolio				
	30+ PD Delinquency % of Total	Nonaccrual / Total Loans %	LTMNCO Ratio %	
Peer 1	2.5	3.5	1.6	9.76
Peer 2	12.5	1.4	1.9	3.68
Peer 3	14.0	2.3	0.0	2.27
Peer 4	22.1	2.0	0.1	2.25
Peer 5	12.6	2.0	0.5	2.23
Peer 6	5.7	1.6	1.0	1.72
Peer 7	6.3	1.0	1.0	1.63
Peer 8	5.6	1.2	0.4	1.21
Peer 9	3.6	1.1	0.9	1.21
Peer 10	12.4	1.0	0.6	1.17
Peer 11	8.4	1.1	0.1	0.75
Peer 12	14.3	1.6	0.2	0.70
Peer 13	11.7	0.9	0.9	0.61
MTB	10.9	0.4	0.5	0.42
Peer 14	5.3	0.3	0.3	0.14
Peer Median	10.9	1.2	0.5	1.21

Other Consumer Portfolio				
	30+ PD Delinquency % of Total	Nonaccrual / Total Loans %	LTMNCO Ratio %	
Peer 1	25.6	7.0	0.5	5.70
Peer 2	1.4	2.4	0.4	4.73
Peer 3	11.6	2.9	0.3	3.48
Peer 4	10.1	3.3	0.4	3.35
Peer 5	10.6	1.5	0.1	2.02
MTB	10.3	1.7	0.8	1.75
Peer 6	0.9	0.7	0.0	1.72
Peer 7	12.0	2.4	0.1	1.65
Peer 8	1.1	1.4	0.7	1.43
Peer 9	9.1	6.2	0.4	1.41
Peer 10	4.3	2.2	0.0	1.37
Peer 11	9.5	2.0	0.0	1.33
Peer 12	7.7	2.0	0.2	1.16
Peer 13	2.8	0.5	0.2	0.89
Peer 14	1.5	1.5	0.2	0.83
Peer Median	9.1	2.0	0.2	1.65

1-4 Family 1st & 2nd Lien Portfolio				
	30+ PD Delinquency % of Total	Nonaccrual / Total Loans %	LTMNCO Ratio %	
Peer 1	18.2	3.4	5.1	3.76
Peer 2	15.3	4.4	2.8	2.85
Peer 3	29.1	4.1	6.6	2.17
Peer 4	25.3	5.3	7.8	1.88
Peer 5	12.0	2.0	4.8	1.84
Peer 6	6.7	3.0	1.9	1.81
MTB	12.5	5.3	4.1	1.41
Peer 7	21.7	10.3	0.8	1.40
Peer 8	10.4	1.6	3.4	1.25
Peer 9	21.0	6.5	6.6	1.16
Peer 10	15.7	3.6	1.1	1.07
Peer 11	5.0	3.0	0.9	0.98
Peer 12	27.5	4.5	2.3	0.95
Peer 13	21.2	11.4	1.8	0.63
Peer 14	15.5	8.9	1.7	0.40
Peer Median	15.7	4.4	2.8	1.40

Source: SNL Interactive. FR Y9C data as of June 30, 2009.

Capital & Reserve Coverage of Problem Assets



Source: SNL Interactive.
* September 2009 YTD Annualized Net Charge-Offs

Key Points

- M&T's geographies and underwriting are keys to out-performance
 - HPI decline in M&T footprint significantly lower than national average
 - Limited exposure to highly stressed markets of Florida, California, Nevada and Arizona
 - Early intervention in stressed asset classes
 - Reduced originations in 2005 & 2006 of several stressed asset classes in response to unacceptable underwriting standards and pricing (e.g. Commercial Real Estate and Indirect Auto)
- M&T's loss experience has diverged materially from the industry

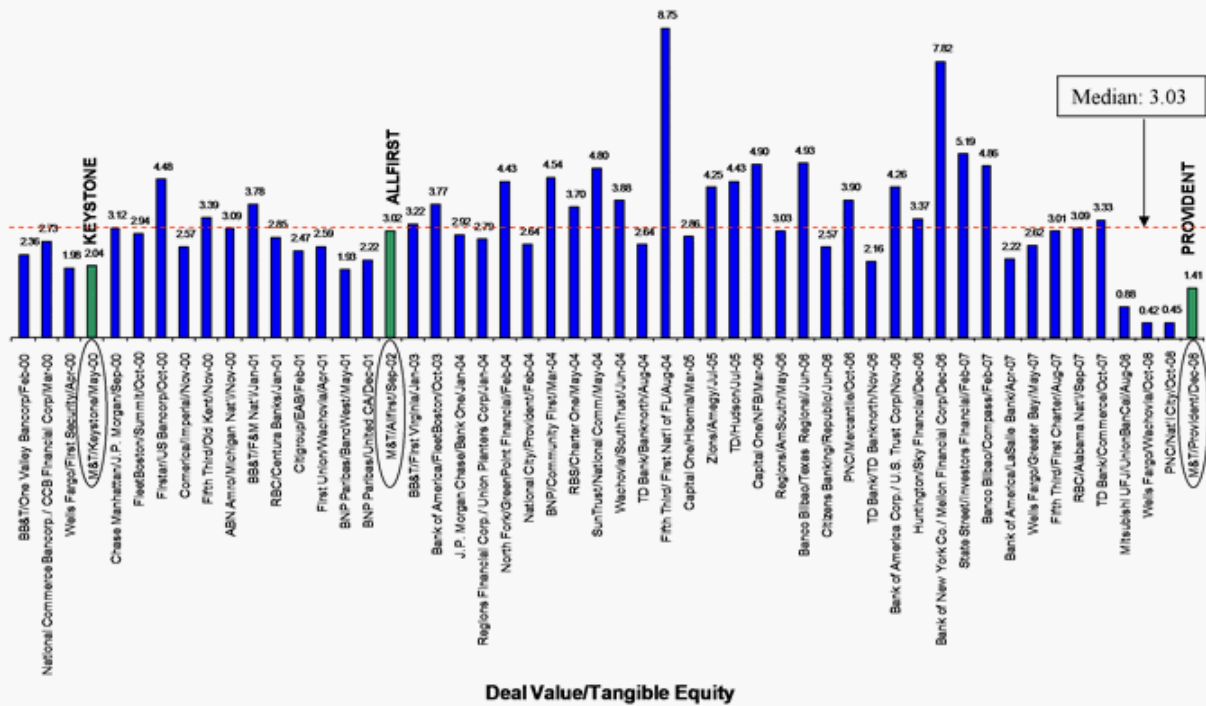


Provident Acquisition:

Growing When and Where it Makes Sense

Bank Acquisitions Since 2000: Deal Value/Tangible Equity

\$1.0 + Billion Bank Only Deals (2000 - 2008)

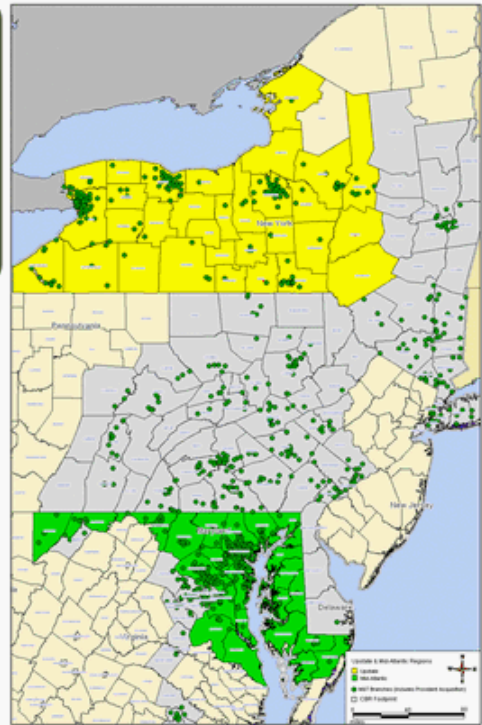


Deal Value at Announcement and Tangible Equity at Most Recent Quarter before Announcement
 Although Provident was less than \$1.0 Billion in Deal Value, it has been included for reference
 Source: SNL Financial

Market Comparison

As a result of the Provident acquisition, M&T now has a similar presence in MD as it does in Upstate New York, with a #1 branch share and #2 deposit share

However, the MD area offers a larger, wealthier and faster growing population with more business opportunities. As a result, M&T has made MD a focal point for future growth prospects



Upstate vs. Maryland

	Upstate ¹	Maryland ²
Total Deposits (FDIC June 30, 2009)	\$ 90.9B	\$ 122.7B
M&T Deposits	\$ 17.9B	\$ 13.9B
Rank / Market Share	#2 / 18%	#2 / 11%
Total Branches (FDIC June 30, 2009) ³	1,488	1,909
M&T Branches	182	258
Rank / Branch Share	#1 / 11%	#1 / 14%
Population (2007)	4.6MM	5.8MM
2007-2012 Growth / CAGR	<1M / 0.0% CAGR	284M / 1.1% CAGR
Households	1.8MM	2.2MM
# of D&B Businesses	182M	274M
% BB Target Segment ⁴	39%	48%
SBA Lending Rank (Total \$)	1	1
Middle Market Banking Market Share Rank	1	1

Data include only those counties within the M&T Bank branch footprint.

1. Upstate includes WNY, Rochester, Syracuse & Southern CBRs

2. State of Maryland. Includes Provident and Bradford branches as reported to the FDIC as of June 30, 2009. Provident-related consolidations not reflected. Credit unions included.

3. Branch count includes only branches with deposits as of June 30, 2009.

4. Target Segments: Financial Services, Healthcare, High Tech, Light Mfg, Professional Services, Specialty Construction and Wholesale Dist.

Opportunity in the Community Bank Model

	Upstate	Mid-Atlantic	
Consumer Banking			
Total Households	605,501	624,180	
Average Household Tenure*	16.2 years	11.7 years	Opportunity
Product Penetration*:			
Mortgage	10%	2%	
Investment Securities	18%	8%	Opportunity
Home Equity	11%	9%	
Business Banking			
Total Customers	59,323	68,106	
Total Prospects	300,636	532,443	
Market Penetration	19.7%	12.8%	Opportunity
% with 3+ Services	55%	50%	

* Data reflects Western New York vs. Baltimore/Greater Washington regions



MTB: A Solid Investment

M&T Bank Corporation... a solid investment

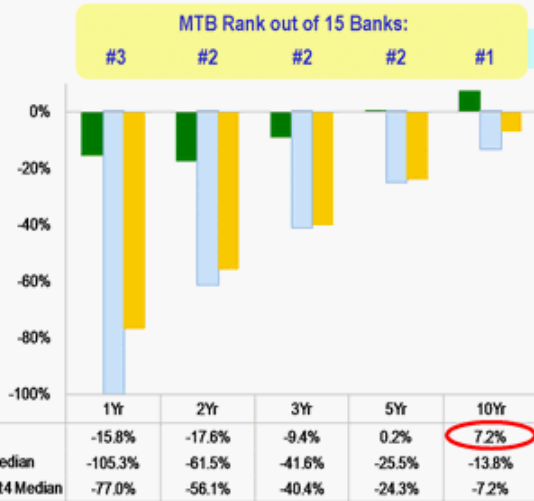
- Nearly **18% annual growth in operating earnings** per share since 1983
- **>16% annualized total return to shareholders** since 1983*
- MTB's stock has **outperformed the Standard & Poor's Bank Index** by 19%, 29% and 88% over the past 3, 5 and 10-year periods, respectively*

*As of September 30, 2009

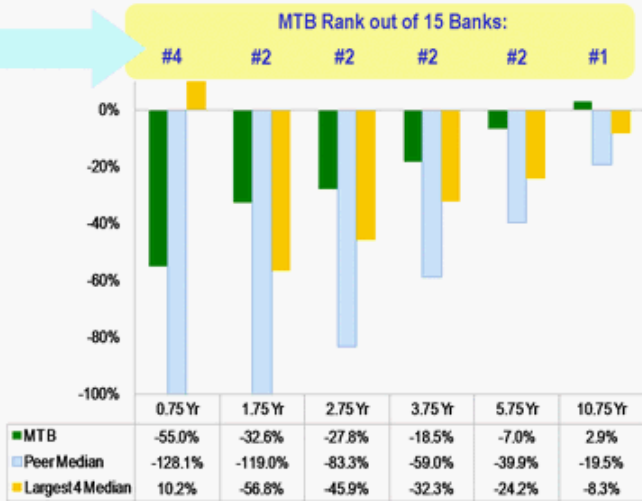
Diluted EPS Growth Versus Peers

M&T's recent performance has moved it into top quartile of performance over the long term

EPS CAGR Through 2008



EPS CAGR Through September 2009




10yr GDP CAGR = 5.0%

Source: SNL Interactive, Bureau of Economic Analysis (GDP).
 Note: FITB's September 2009 YTD earnings are adjusted to exclude the gain on sale of its processing business.

M&T Bank Corporation... a solid investment

Of the largest 100 banks operating in 1983, only 25 remain today

Among the remaining, M&T ranks 2nd highest in stock price growth

Rank	Company Name	Ticker	Closing Price at		Stock Return CAGR (%)
			9/30/2009 (\$)	3/31/1983 (\$) ¹	
1	State Street Corporation	STT	52.60	1.06	15.9
2	M&T Bank Corporation	MTB	62.32	1.34	15.6
3	Northern Trust Corporation	NTRS	58.16	1.51	14.8
4	Wells Fargo & Company	WFC	28.18	1.18	12.7
5	U.S. Bancorp	USB	21.86	0.92	12.7
 25			—	—	2.8
Median			—	—	8.3
MTB Price @ Median Growth Rate			11.08	1.34	8.3

¹ 1983 Stock Prices Source: Compustat and/or Bigcharts.com



Appendix

Reconciliation of GAAP and Non-GAAP Results of Operation

	2006	2007	2008	1Q08	2Q08	3Q08	Sep 08 YTD	1Q09	2Q09	3Q09	Sep 09 YTD
Net Income											
<i>\$'s in millions</i>											
Net income	\$839.2	\$654.3	\$555.9	\$202.2	\$160.3	\$91.2	\$453.6	\$64.2	\$51.2	\$127.7	\$243.1
Intangible amortization, net of tax	38.5	40.5	40.5	11.2	10.1	9.6	31.0	9.3	9.2	10.3	28.9
Merger-related items, net of tax	3.0	9.1	2.2	2.2	-	-	2.2	1.5	40.4	(9.2)	32.7
Net operating income	\$880.7	\$703.8	\$598.6	\$215.6	\$170.4	\$100.8	\$486.8	\$75.0	\$100.8	\$128.8	\$304.6
Earnings Per Share											
Diluted earnings per share	\$7.37	\$5.95	\$5.01	\$1.82	\$1.44	\$0.82	\$4.09	\$0.49	\$0.36	\$0.97	\$1.84
Intangible amortization, net of tax	0.33	0.37	0.36	0.10	0.09	0.09	0.28	0.09	0.08	0.09	0.25
Merger-related items, net of tax	0.03	0.08	0.02	0.02	-	-	0.02	0.01	0.35	(0.08)	0.28
Diluted net operating earnings per share	\$7.73	\$6.40	\$5.39	\$1.94	\$1.53	\$0.91	\$4.39	\$0.59	\$0.79	\$0.98	\$2.37
Efficiency Ratio											
<i>\$'s in millions</i>											
Non-interest expenses	\$1,551.7	\$1,627.7	\$1,727.0	\$425.7	\$419.7	\$434.8	\$1,280.2	\$438.3	\$563.7	\$500.1	\$1,502.1
less: intangible amortization	63.0	66.5	66.6	18.5	16.6	15.8	50.9	15.4	15.2	16.9	47.5
less: merger-related expenses	5.0	14.9	3.5	3.5	-	-	3.5	2.4	66.5	14.0	82.9
Adjusted net operating expenses	\$1,483.7	\$1,546.3	\$1,656.8	\$403.7	\$403.1	\$418.9	\$1,225.7	\$420.6	\$482.0	\$469.1	\$1,371.7
Adjusted T.E. revenues*	\$2,880.5	\$2,930.2	\$3,048.4	\$763.8	\$769.1	\$759.5	\$2,292.4	\$716.7	\$802.9	\$878.8	\$2,398.4
less: merger-related gains	-	-	-	-	-	-	-	-	-	29.1	29.1
Adjusted net operating revenues	\$2,880.5	\$2,930.2	\$3,048.4	\$763.8	\$769.1	\$759.5	\$2,292.4	\$716.7	\$802.9	\$849.7	\$2,369.3
Net operating efficiency ratio	51.5%	52.8%	54.4%	52.9%	52.4%	55.2%	53.5%	58.7%	60.0%	55.2%	57.9%

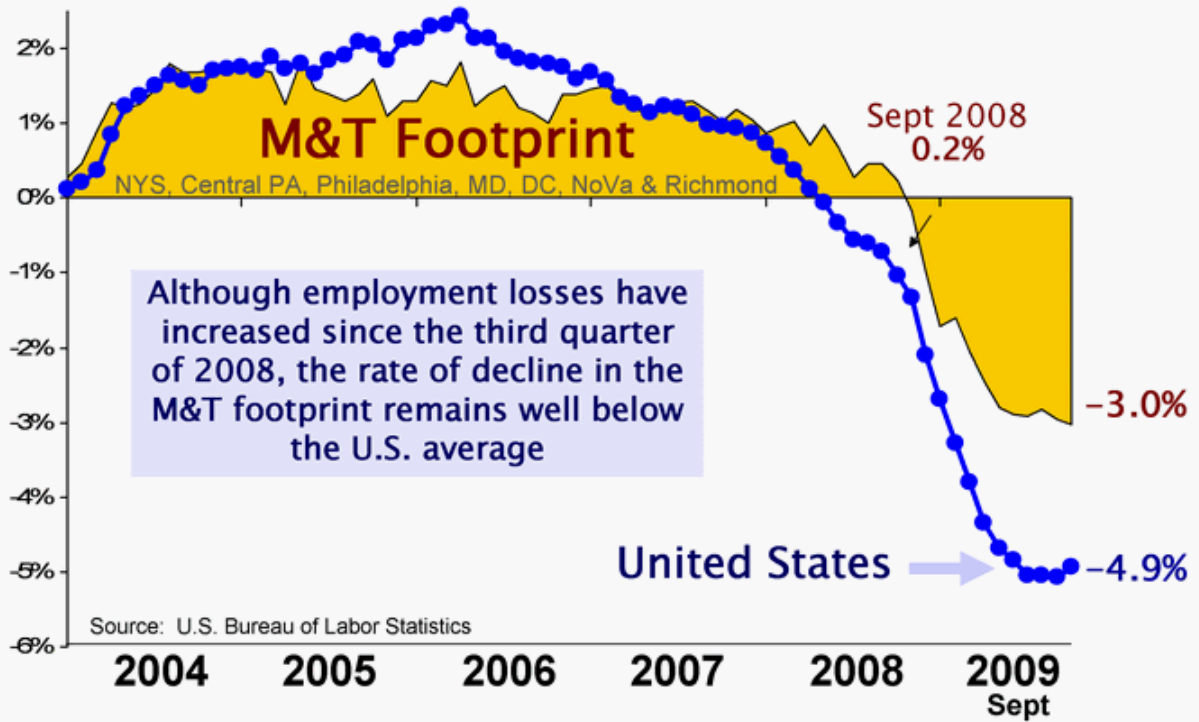
* Excludes gain (loss) on sale of securities.

Reconciliation of GAAP and Non-GAAP Results of Operation

	2006	2007	2008	1Q08	2Q08	3Q08	Sep 08 YTD	1Q09	2Q09	3Q09	Sep 09 YTD
Assets											
<i>\$'s in millions</i>											
Average assets	\$ 55,839	\$ 58,545	\$ 65,132	\$ 65,015	\$ 65,584	\$ 64,997	\$ 65,198	\$ 64,766	\$ 66,984	\$ 69,154	\$ 66,984
Goodwill	(2,908)	(2,933)	(3,193)	(3,196)	(3,192)	(3,192)	(3,193)	(3,192)	(3,326)	(3,525)	(3,349)
Core deposit and other intangible assets	(191)	(221)	(214)	(239)	(222)	(206)	(222)	(176)	(188)	(208)	(191)
Deferred taxes	38	24	30	34	31	28	31	22	30	41	31
Average tangible assets	\$ 52,778	\$ 55,415	\$ 61,755	\$ 61,614	\$ 62,201	\$ 61,627	\$ 61,814	\$ 61,420	\$ 63,500	\$ 65,462	\$ 63,475
Common Equity											
<i>\$'s in millions</i>											
Average common equity	\$ 6,041	\$ 6,247	\$ 6,423	\$ 6,513	\$ 6,469	\$ 6,415	\$ 6,465	\$ 6,212	\$ 6,491	\$ 6,794	\$ 6,501
Goodwill	(2,908)	(2,933)	(3,193)	(3,196)	(3,192)	(3,192)	(3,193)	(3,192)	(3,326)	(3,525)	(3,349)
Core deposit and other intangible assets	(191)	(221)	(214)	(239)	(222)	(206)	(222)	(176)	(188)	(208)	(191)
Deferred taxes	38	24	30	34	31	28	31	22	30	41	31
Average tangible common equity	\$ 2,980	\$ 3,117	\$ 3,046	\$ 3,112	\$ 3,086	\$ 3,045	\$ 3,081	\$ 2,866	\$ 3,007	\$ 3,102	\$ 2,992

Private Sector Employment Growth in the M&T Footprint

YoY % Change



 **M&T Bank Corporation**

Existing Home Price Appreciation – Q2 2009

Rank Among 294 U.S. Metros		Year-Over-Year Percentage Change	Rank Among 294 U.S. Metros		Year-Over-Year Percentage Change
--	Altoona	2.65%	--	Ithaca	(3.14%)
--	Williamsport	2.29%	--	Salisbury	(3.27%)
--	Binghamton	1.99%	166	York-Hanover	(3.51%)
--	State College	1.54%	170	Reading	(3.68%)
24	Buffalo-Niagara Falls	1.21%	192	Allentown	(5.37%)
32	Syracuse	0.93%	198	Nassau-Suffolk	(5.61%)
--	Utica-Rome	0.78%	209	Kingston	(6.08%)
39	Rochester	0.68%		UNITED STATES	(6.13%)
57	Scranton-Wilkes-Barre	0.29%	211	New York City	(6.27%)
107	Lancaster	(0.90%)	227	Bethesda-Rockville	(7.46%)
113	Harrisburg	(1.04%)	229	Poughkeepsie	(7.58%)
130	Albany-Schenect-Troy	(1.63%)	231	Baltimore-Towson	(8.04%)
156	Philadelphia	(3.06%)	232	Washington, D.C.	(8.12%)

Source: Federal Housing Finance Agency. The FHFA "all-transactions" index tracks average house price changes in repeat sales or re-financings of the same single-family properties based on data obtained from Fannie Mae and Freddie Mae for conventional, conforming mortgage transactions. Excludes properties financed with subprime, Alt-A, Jumbo mortgages, etc. Rankings are for 294 U.S. metro areas containing 15,000 or more transactions over the last 10 years. Smaller M&T markets (Williamsport, Altoona, Binghamton, Ithaca, Utica-Rome, State College, Salisbury, MD) are unranked.

2009 Peer Group - Largest 15 Regional Banks

BB&T Corporation

Capital One Financial Corporation

Comerica Incorporated

Fifth Third Bancorp

First Horizon National Corporation

Huntington Bancshares Incorporated

KeyCorp

M&T Bank Corporation

Marshall & Ilsley Corporation

PNC Financial Services Group, Inc.

Regions Financial Corporation

Synovus Financial

SunTrust Banks, Inc.

U.S. Bancorp

Zions Bancorporation



**BancAnalysts Association of Boston
2009 Annual Bank Conference**

November 5th, 2009

 **M&T Bank Corporation**