SEC Form 4

**FORM 4**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

| 1. Name and Address of Reporting Person<sup>*</sup> **Gold Richard S** | 2. Issuer Name **and** Ticker or Trading Symbol **M&T BANK CORP** [ **MTB** ] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) |
|---|---|---|

| (Last) (First) (Middle) **ONE M&T PLAZA** | 3. Date of Earliest Transaction (Month/Day/Year) 10/27/2016 | Director 10% Owner |
|---|---|---|
| | | X Officer (give title below) Other (specify below) |
| | | **Executive Vice President** |

| (Street) **BUFFALO NY 14203** | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Individual or Joint/Group Filing (Check Applicable Line) |
|---|---|---|
| (City) (State) (Zip) | | X Form filed by One Reporting Person |
| | | Form filed by More than One Reporting Person |

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---|---|---|---|---|---|---|---|---|---|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 10/27/2016 | | M<sup>(1)</sup> | | 1,095 | A | $91.28 | 43,468.713 | D | |
| Common Stock | 10/27/2016 | | F<sup>(1)</sup> | | 819 | D | $121.98 | 42,649.713 | D | |
| Common Stock | | | | | | | | 2.107 | D<sup>(2)</sup> | |
| Common Stock | | | | | | | | 17 | I | By Son<sup>(3)</sup> |

**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. Transaction Code (Instr. 8) | | 5. Number of Derivative 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 Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Option (right to buy) | $91.28 | 10/27/2016 | | M | | | 1,095 | (4) | 01/31/2018 | Common Stock | 1,095 | $0.00<sup>(5)</sup> | 7,249 | D | |

**Explanation of Responses:**

1. The reported transaction involved the exercise of stock options pursuant to a pre-authorized trading plan meeting the requirements of Rule 10b5-1(c)(1) under the Securities Exchange Act of 1934, as amended.

2. Jointly owned.

3. These shares are owned by the son of the reporting person under the Uniform Transfers to Minors Act for which the reporting person is custodian.

4. Currently exercisable.

5. 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.

**Remarks:**

By: Brian R. Yoshida, Esq. (Attorney-in-Fact)          10/31/2016

** Signature of Reporting Person          Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

**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 Number.**