

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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

| OMB APPROVAL                                 |           |
|--|-----------|
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|   |                |           |   |  |  |  |  |  |  |
|---|----------------|-----------|---|--|--|--|--|--|--|
| 1. Name and Address of Reporting Person*<br><u>SPYCHALA MICHAEL R</u> |                |           | 2. Issuer Name and Ticker or Trading Symbol<br><u>M&amp;T BANK CORP [ MTB ]</u> |  |  | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><u>Sr. VP &amp; Controller</u> |  |  |  |
| (Last)  | (First)        | (Middle)  | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>01/27/2017</u>           |  |  |  |  |  |  |
| <u>ONE M&amp;T PLAZA</u>  |                |           | 4. If Amendment, Date of Original Filed (Month/Day/Year)                        |  |  | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br>Form filed by More than One Reporting Person                                      |  |  |  |
| (Street)  | <u>BUFFALO</u> | <u>NY</u> | <u>14203-2399</u>   |  |  |  |  |  |  |
| (City)  | (State)        | (Zip)     |   |  |  |  |  |  |  |

**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                    | 01/27/2017                           |  | A <sup>(1)</sup>               |   | 665   | A <sup>(1)</sup> | \$0.00 <sup>(2)</sup> | 37,445.02   | D  |   |
| Common Stock                    | 01/27/2017                           |  | F <sup>(3)</sup>               |   | 231   | D                | \$164.04              | 37,214.02   | D  |   |
| Common Stock                    | 01/30/2017                           |  | F <sup>(4)</sup>               |   | 225   | D                | \$163.25              | 36,989.02   | D  |   |
| Common Stock                    |                                      |  |                                |   |   |                  |                       | 1,961.8847 <sup>(5)</sup>   | I  | By Son <sup>(6)</sup>                                 |
| Common Stock                    |                                      |  |                                |   |   |                  |                       | 1,341   | I  | 401(k) Plan <sup>(7)</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) |   | 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) |   |  |  |   |  |

**Explanation of Responses:**

- Shares issued pursuant to vesting of performance-based restricted stock units that were granted to the reporting person on January 29, 2016, upon achievement of performance goals under the 2009 M&T Bank Corporation Equity Incentive Compensation Plan.
- The performance-based restricted stock units were granted under an equity incentive compensation plan maintained by M&T Bank Corporation, and therefore the reporting person paid no price for the performance-based restricted stock units.
- Shares withheld for taxes upon the settlement in shares of performance-based restricted stock units previously granted to the reporting person.
- Shares withheld for taxes upon the settlement in shares of restricted stock units previously granted to the reporting person.
- Includes 8.728717 shares acquired between September 30, 2016 and December 31, 2016 through participation in the issuer's transfer agent's Direct Stock Purchase and Dividend Reinvestment Plan.
- These shares are owned by the son of the reporting person.
- The information presented is as of December 30, 2016.

**Remarks:**

By: Brian R. Yoshida, Esq. 01/31/2017  
(Attorney-In-Fact)

\*\* 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.