

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* HICKEY BRIAN E			2. Issuer Name and Ticker or Trading Symbol M&T BANK CORP [MTB]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Executive Vice President	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/31/2013			
255 EAST AVENUE			4. If Amendment, Date of Original Filed (Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person	
(Street) ROCHESTER NY 14604-2624						
(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	01/31/2013		A ⁽¹⁾		5,834 ⁽²⁾	A ⁽¹⁾	\$0.00 ⁽³⁾	35,911.55	D	
Common Stock	01/31/2013		A ⁽¹⁾		2,863 ⁽⁴⁾	A ⁽¹⁾	\$0.00 ⁽³⁾	38,774.55	D	
Common Stock	01/31/2013		F ⁽⁵⁾		631	D	\$102.69	38,143.55	D	

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:

- The reported transaction involves an award of restricted stock units under the M&T Bank Corporation 2009 Equity Incentive Compensation Plan. Each restricted stock unit represents a contingent right to receive one share of M&T Bank Corporation common stock upon vesting.
- The restricted stock unit award includes a total of 5,834 shares. 583 shares of the restricted stock unit award will vest on January 31, 2014; an additional 1,167 shares will vest on January 30, 2015; an additional 1,750 shares will vest on January 29, 2016; and the remaining 2,334 shares will vest on January 31, 2017.
- The 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 restricted stock units.
- The restricted stock unit award includes a total of 2,863 shares. 858 shares of the restricted stock unit award will vest on January 30, 2015; an additional 859 shares will vest on January 29, 2016; and the remaining 1,146 shares will vest on January 31, 2017. This restricted stock unit award is intended to meet the requirements of the TARP Interim Final Rule's definition of "long-term restricted stock" as the award relates to the reporting person's performance during the period of time in 2012 that M&T continued to have an outstanding TARP obligation.
- Shares withheld for taxes upon the settlement in shares of restricted stock units previously granted to the reporting person.

Remarks:

By: Brian R. Yoshida, Esq. 02/04/2013
 (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.