
**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): January 30, 2008

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))
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TABLE OF CONTENTS

[Item 7.01. Regulation FD Disclosure](#)

[Item 9.01. Financial Statements and Exhibits](#)

[SIGNATURES](#)

[EXHIBIT INDEX](#)

[EX-99](#)

[Table of Contents](#)

Item 7.01. Regulation FD Disclosure.

On January 30, 2008, representatives of M&T Bank Corporation (“M&T”) will deliver a presentation to investors and analysts at the Citigroup 2008 Financial Services Conference in New York City. M&T’s presentation is scheduled to begin at 3:45 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.

(c) Exhibits.

Exhibit No.

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: January 30, 2008

By: /s/ René F. Jones

René F. Jones
Executive Vice President
and Chief Financial Officer

EXHIBIT INDEX

Exhibit No.

99 M&T Bank Corporation Presentation. Filed herewith.



Citigroup Financial Services Conference

January 30, 2008



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: 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 Bank Holding Company
- \$9.3 billion market capitalization
- \$65 billion total assets
- Over 700 branches in seven states / District of Columbia
- Over 1,600 ATMs across retail bank footprint
- Over 1.8 million retail customers
- Over 150,000 commercial customers

M&T Bank Corporation

- 2007 Results & Operating Philosophy
- Investments/Initiatives
- Shareholder Focus = Long Term Performance

M&T Bank Corporation - Earnings Per Share Summary

(\$ in millions, except EPS)

	<u>FY 2006</u>	<u>FY 2007</u>	<u>% Growth 2007 vs. 2006</u>
Net Operating Income ¹	\$ 881	\$ 704	-20%
Net Operating EPS ¹	\$ 7.73	\$ 6.40	-17%
GAAP Net Income	\$ 839	\$ 654	-22%
GAAP EPS	\$ 7.37	\$ 5.95	-19%

(1) Excludes merger-related costs and amortization expense associated with intangible assets.

*Intangible Amortization net of tax: Dec. 2006 YTD = \$38MM, Dec. 2007 YTD = \$40MM Merger-related costs net of tax: Dec. 2006 YTD = \$3MM, Dec. 2007 YTD = \$9MM

Mortgage Market Turmoil

- After-tax CDO “OTT” Impairment of \$78 million (wrote off 96%)
- Retained \$883 million of Alt-A loans in the first quarter of 2007
- Change of accounting policy - more conservative approach to recognition of NPLs and NCOs on residential mortgages
 - Loans move to non-performing at 90 days past due versus 180 days
 - Loans charged off at 150 days rather than at foreclosure
- Increased loan loss allowance

2007 Summary

- Strong loan growth in second half
- Attractively Priced Acquisitions
 - Partners Trust
 - First Horizon Mid-Atlantic Franchise
- 17% dividend increase; 18% CAGR since 1983
- Top tier efficiency ratio
- High regulatory capital generation rate
- Continued progress in Mid-Atlantic markets

Operating Philosophy

- Consistent and conservative philosophy
- Longstanding culture - developed through history of very high insider ownership
- Shareholder oriented decision making
- Diverse business mix and geography

M&T Bank Corporation – Key Ratios

	<u>2005</u>	<u>2006</u>	<u>2007</u>
Net Interest Margin	3.77%	3.70%	3.60%
Return on Common Equity:			
Tangible (1)	29.06%	29.55%	22.58%
GAAP	13.49%	13.89%	10.47%
Equity to Assets - Tangible	5.57%	5.84%	5.01%
Allowance to Loans (EOP)	1.58%	1.51%	1.58%
Net Charge-Offs to Avg. Loans	0.19%	0.16%	0.26%
Efficiency Ratio - Tangible (1) (2)	51.20%	51.51%	52.77%

(1) Excludes amortization related to intangible assets and merger-related expenses.

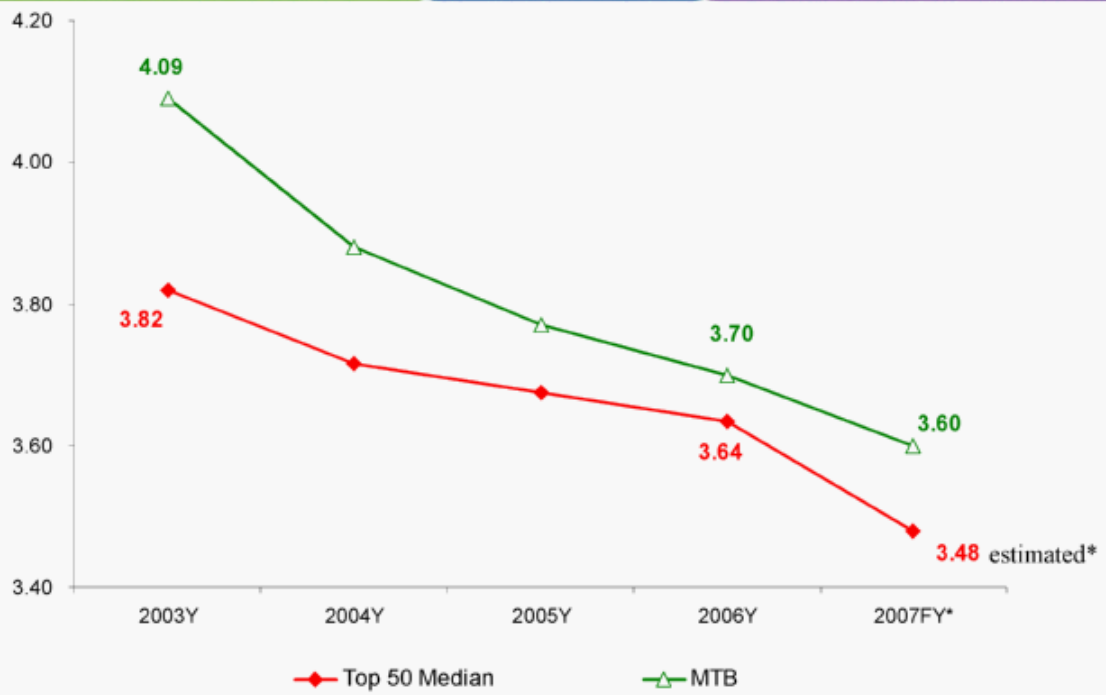
(2) Excludes gain/loss on sale of securities.



M&T Bank Corporation

9

Net Interest Margin



Source: SNL Interactive.

Note: Top 50 banks based on asset size as of September 30, 2007.

* Top 50 median for those banks that have reported by Jan. 28, 2008.

M&T Bank Corporation – Capital Generation

	Internal Capital Generation %		Dividend Payout Ratio %	
	Q3 2007	Rank	Q3 2007	Rank
Peer 1	20.4	1	59.7	2
Peer 2	18.1	2	37.3	11
M&T Bank Corporation	17.6	3	38.3	10
Peer 3	14.8	4	45.6	9
Peer 4	14.0	5	50.0	7
Peer 5	13.5	6	52.9	6
Peer 6	13.5	7	35.2	12
Peer 7	12.6	8	57.5	4
Peer 8	9.7	9	47.7	8
Peer 9	7.8	10	33.3	13
Peer 10	6.2	11	59.2	3
Peer 11	5.4	12	56.5	5
Peer 12	4.5	13	17.8	14
Peer 13	4.1	14	78.9	1
MTB	17.6		38.3	
Peer Median	13.0		48.9	
Top 50 Median	11.3		47.3	

Source: SNL Interactive

Consistent Credit Culture - What we do?

- Operate Community Banking business model
 - Have the resources and product set of a super-regional
- 14-region banking footprint
- Regional presidents / credit officers

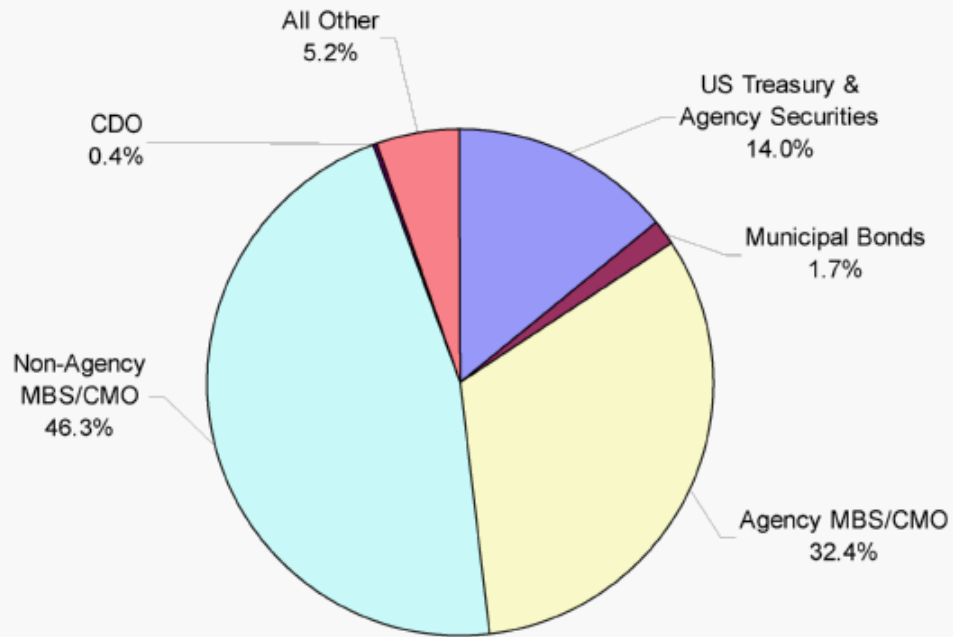
Consistent Credit Culture - How we do it?

- Relationship lender, not a transaction lender
 - “We make loans that we understand”
- Prudent underwriting standards
 - Senior Loan Committee in Buffalo
 - 6 regional Managers Loan Committees
 - NYC CRE Mortgage Committee
- Underwrite our own consumer loans

Consistent Credit Culture - How we do it? – Cont.

- Little appetite for syndicated loans
- Small, niche-focused investment banking capability
- Don't tighten and loosen credit standards through cycles
- Disciplined pricing approach

Investment Securities – Portfolio Composition



M&T Bank Corporation – As at Loans

(\$ in billions)	FY 2007	% of Portfolio	% Growth 2007 vs. 2006	
			incl. acq.	excl. acq.
Commercial and Industrial	\$ 13.1	27%	12%	10%
Commercial Real Estate				
Owner Occupied CRE	5.0	10%	} 13%	11%
Investor CRE	10.5	22%		
Res. Cons.& Development	1.9	4%		
Residential Real Estate	6.2	13%	4%	1%
Consumer	11.3	24%	14%	7%
Total Loans	\$ 48.0	100%	12%	8%

Industry Focus Loan Portfolios

Auto Floor Plan

- \$2.4 billion portfolio (5% of total loans)
- NPLs down \$20 million linked quarter

Residential builder / developer loans

- About \$1.85 billion outstanding¹ (3.9% of total loans)
- Completed focused reviews in May, and November 2007
- Quarterly reviews going forward

Residential mortgages

- \$1.2 billion of Non-Agency loans held for Investment (2.5% of total loans)

(1) Excludes approximately \$400 million of construction loans to individuals

Granularity of Non-Performing Loans

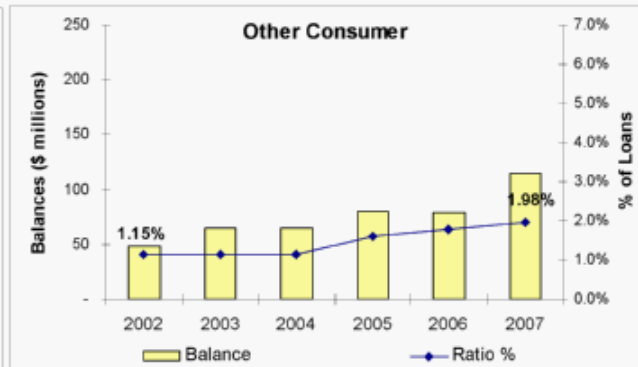
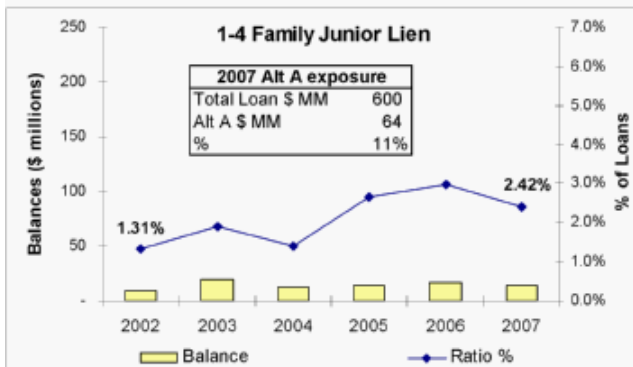
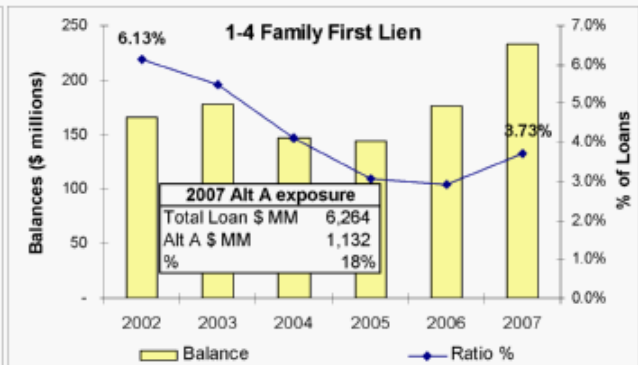
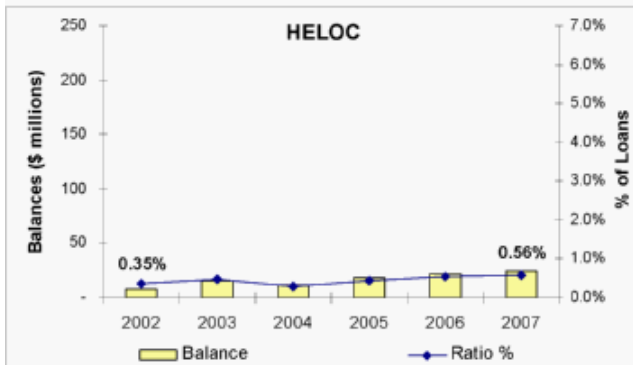
As of December 31, 2007

<u>NPL Size</u>	<u># of Credits</u>	<u>%</u>	<u>\$ Total</u>	<u>%</u>
>\$15.0 MM	2	0.0%	\$68,275	15.3%
\$5 to \$15 MM	2	0.0%	14,675	3.3%
\$1 to \$5 MM	26	0.2%	59,511	13.3%
< \$1 MM	13,626	99.8%	304,705	68.1%
TOTAL	13,656	100%	\$447,166	100%

Consumer Credit

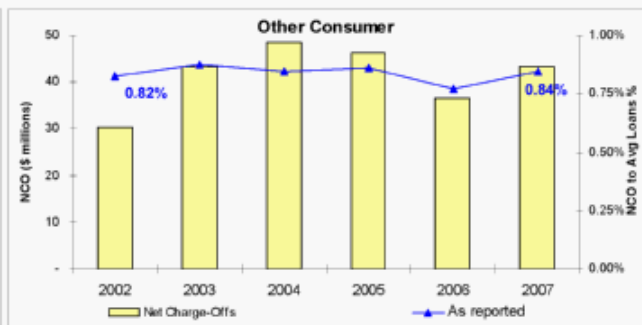
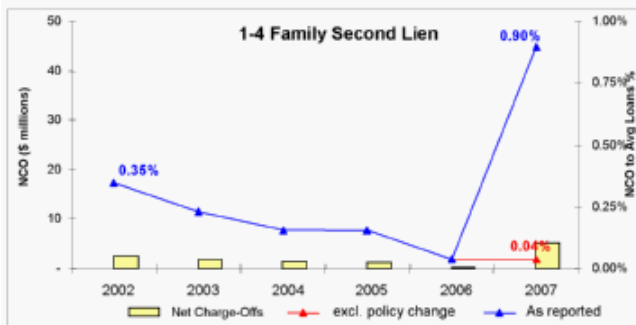
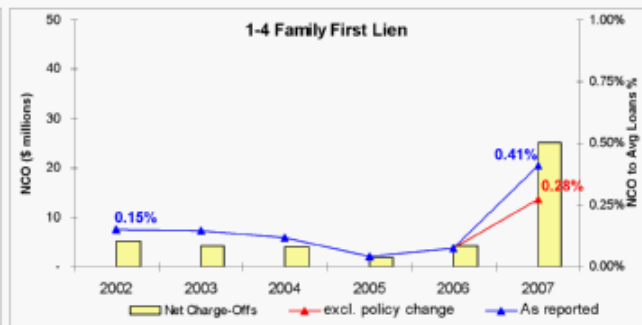
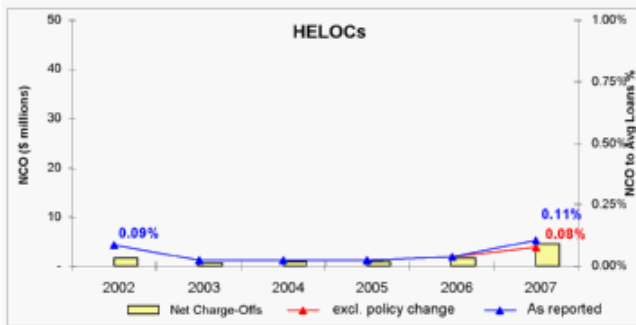
	Weighted Average FICO Score	Weighted Average Loan to Value (LTV)
HELOC	751	66%
HELOANS	739	68%
Indirect Auto	732	110%
Non-Agency Mortgages In portfolio	703	74%

Consumer Loans - 30-89 day Delinquency EOP Trend¹



Note: Computed from loan and delinquency balances as reported in FRY9C

Consumer Loans – Net Charge Off Ratios

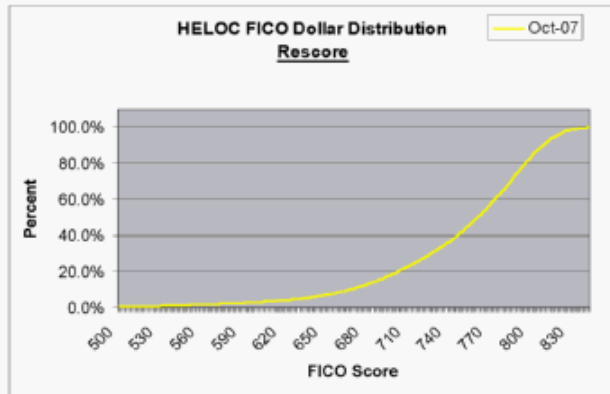
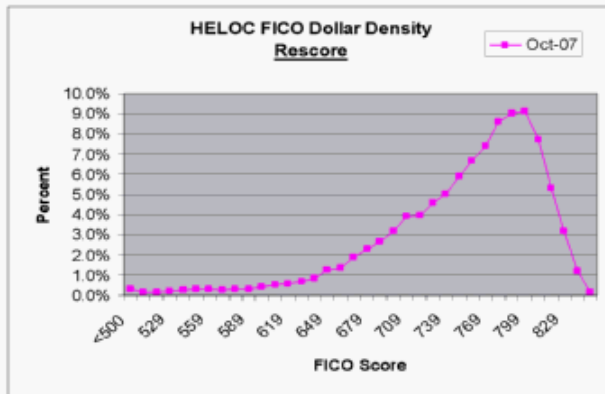


Note: Other Consumer charge-offs are not impacted by the policy change

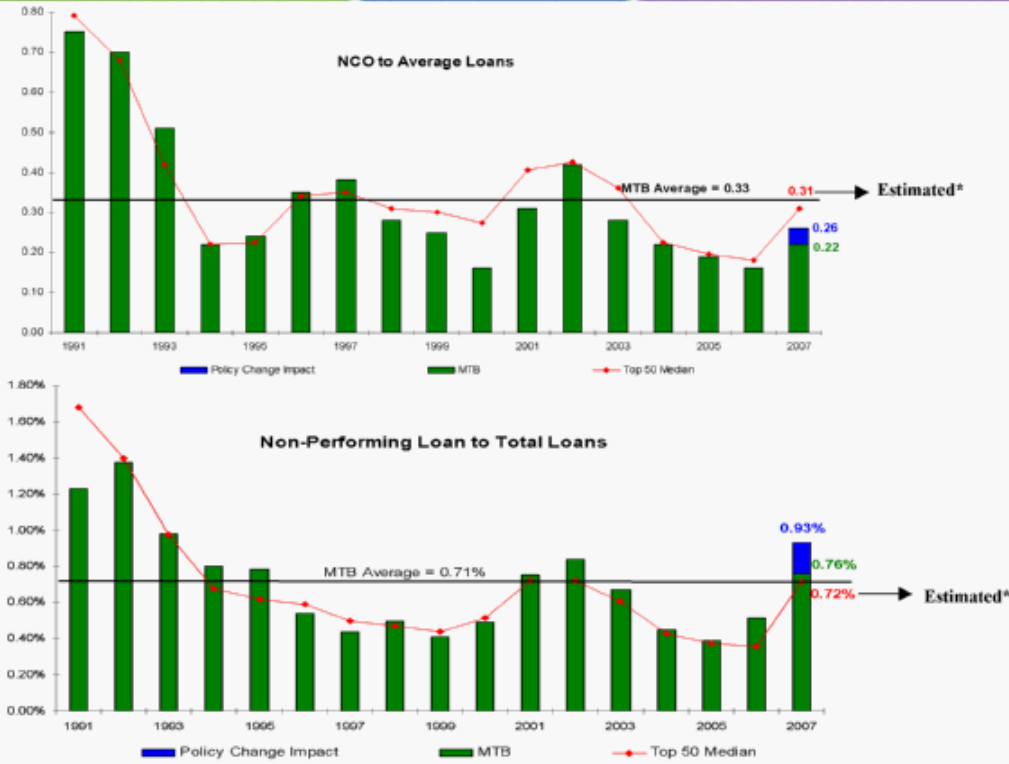
Note: Computed from loan and net charge-off balances as reported in FRY9C. EOP loan balances used to compute average loan balances.

Most Recent HELOC FICO Rescore

- M&T has no true wholesale home equity business
- Any loans referred through brokers are underwritten by M&T according to our established loan policies & product guidelines
- No correspondent home equity business

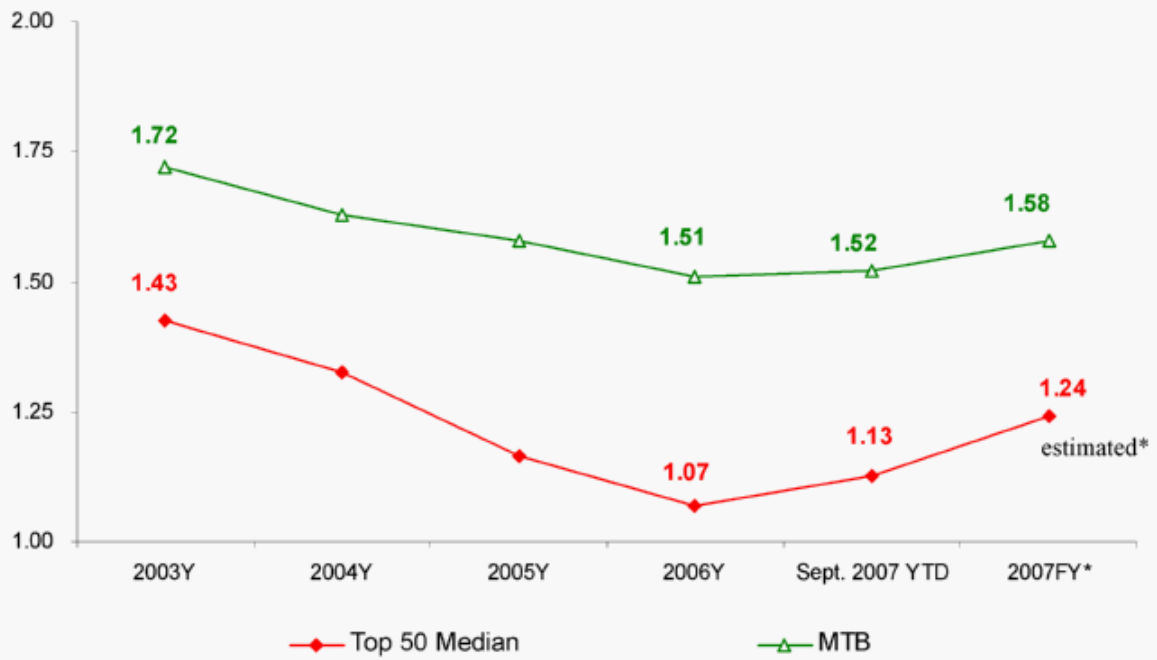


Historical Credit Cycle – Annual Trend, 1991-2007



Source: SNL Financial Note: Top 50 banks based on asset size as of September 30, 2007.
 * Top 50 median for those banks that have reported by Jan. 28, 2008.

Reserve Levels

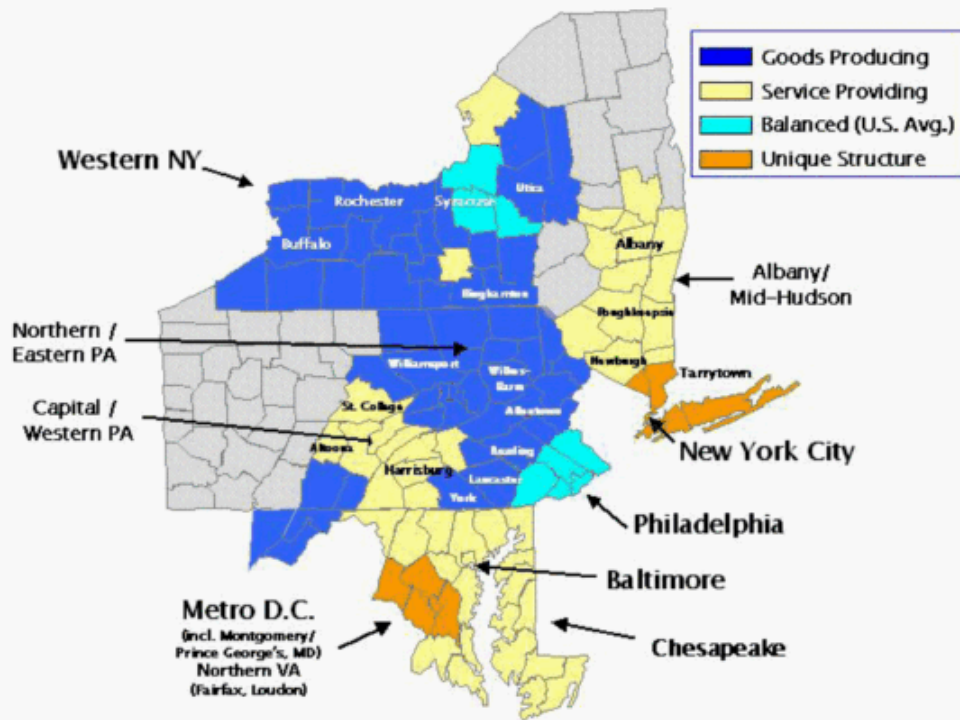


Note: Top 50 banks based on asset size on September 30, 2007.

* Top 50 median for those banks that have reported by Jan. 28, 2008.

Source: SNL Interactive

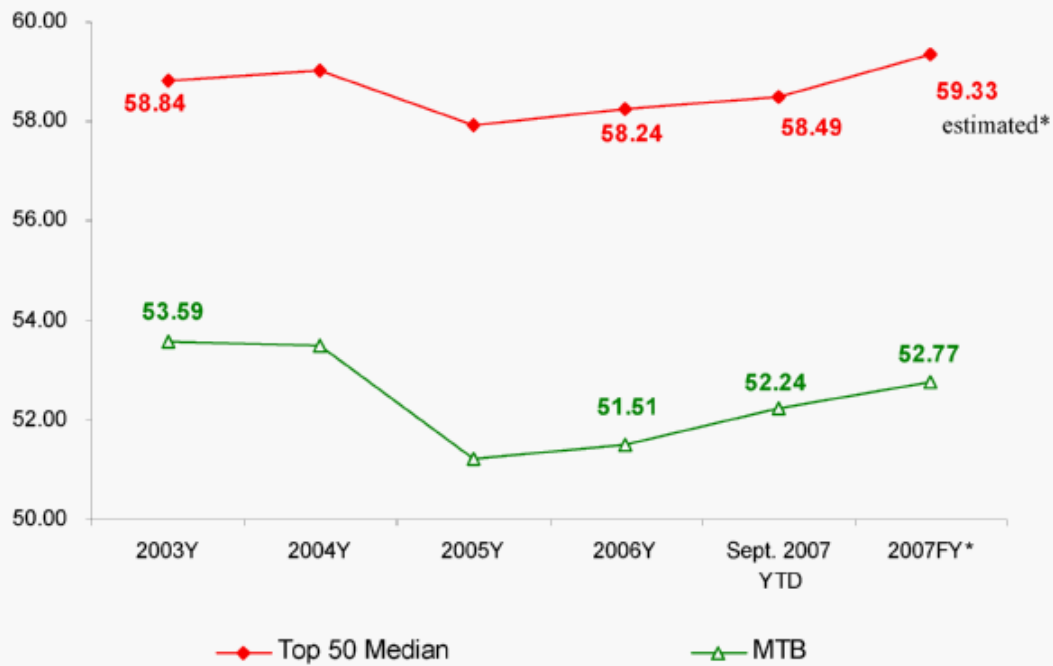
Economically Diverse Footprint



M&T Bank Corporation

- 2007 Results & Operating Philosophy
- Investments/Initiatives
- Shareholder Focus = Long Term Performance

Operating Efficiency Ratio



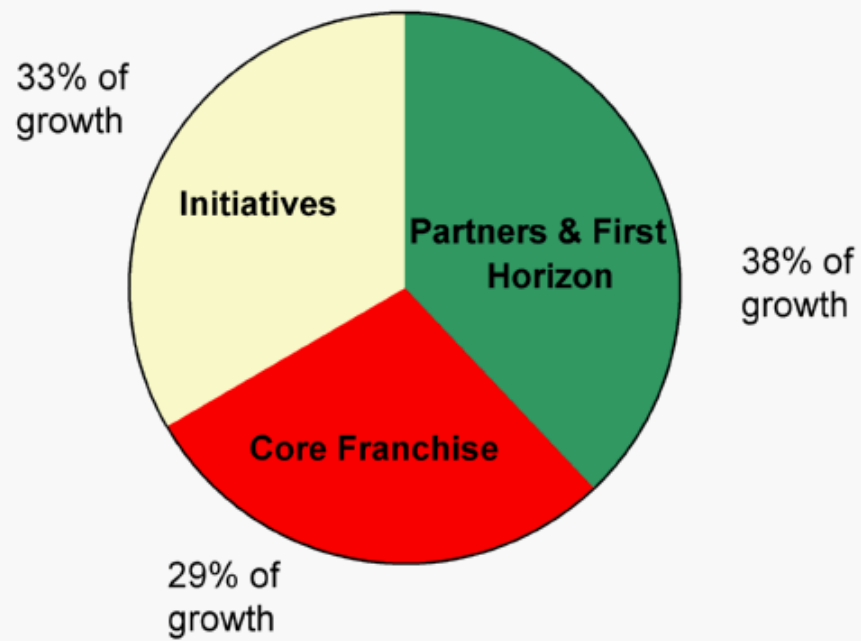
Note 1: Ratio excludes amortization expense associated with intangible assets, merger-related expenses, and G/L on investment securities.

Note 2: Top 50 banks based on asset size as of September 30, 2007.

* Top 50 median for those banks that have reported by Jan. 28, 2008.

Source: SNL Interactive

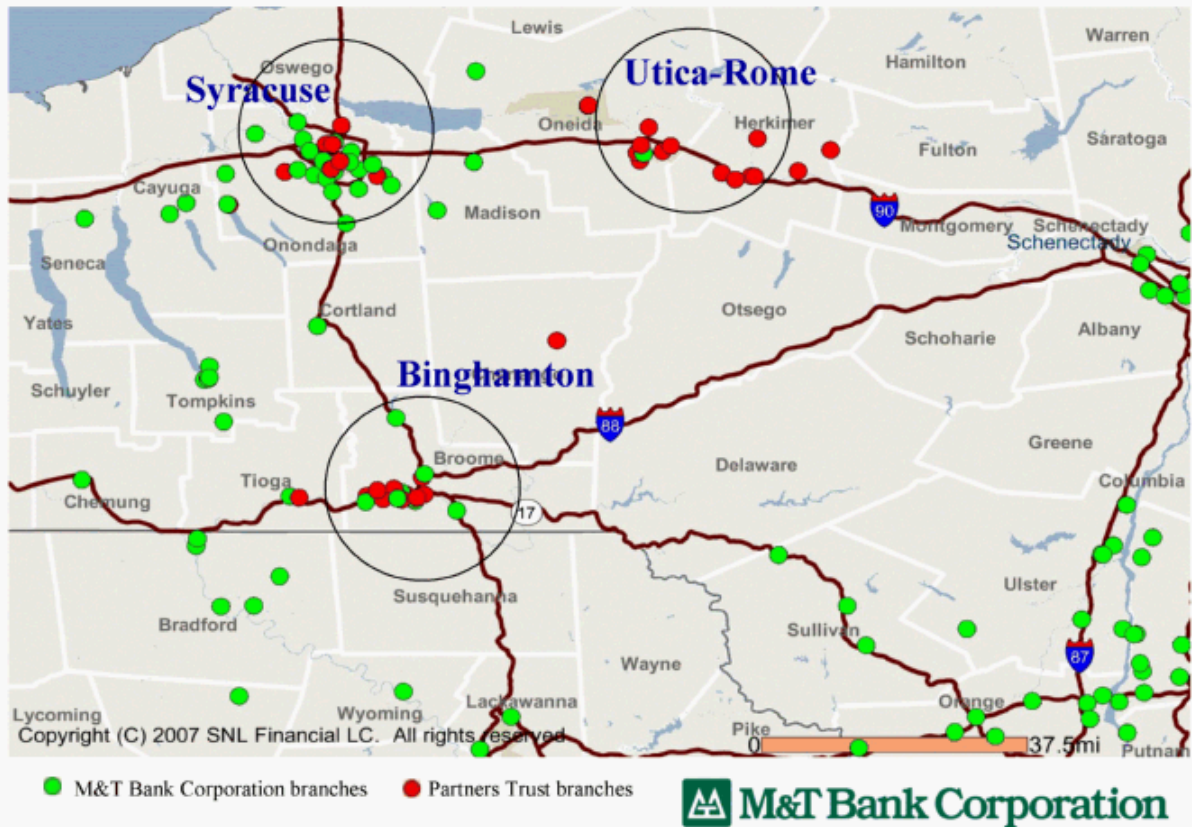
2008 Planned Growth in Operating Expenses



Investments/Initiatives

- Segmented growth strategy
- Region's Growth Profile and M&T's Share
- Investments & Initiatives Vary by Market

Strengthens M&T's Market Position in Upstate NY



Distribution Network – Baltimore Washington International Airport



Metro Markets

- Focused on Commercial Business lines (Middle Market, Healthcare, Real Estate, Business Banking).
- Opened Saddle Brook office in Bergen County, NJ in December 2007.
- Continued investments in these markets.

M&T Bank Corporation

- 2007 Results & Operating Philosophy
- Investments/Initiatives

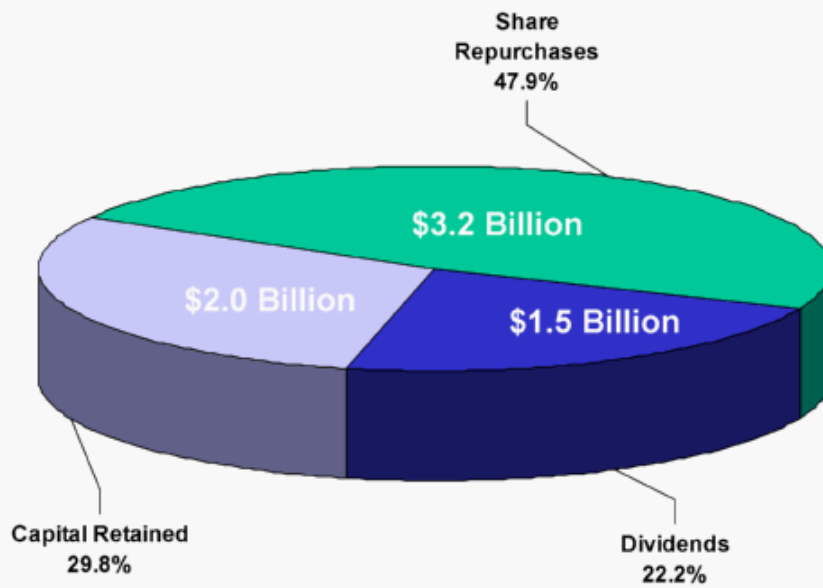
- Shareholder Focus = Long Term Performance

M&T Bank Corporation – Consistent Performance

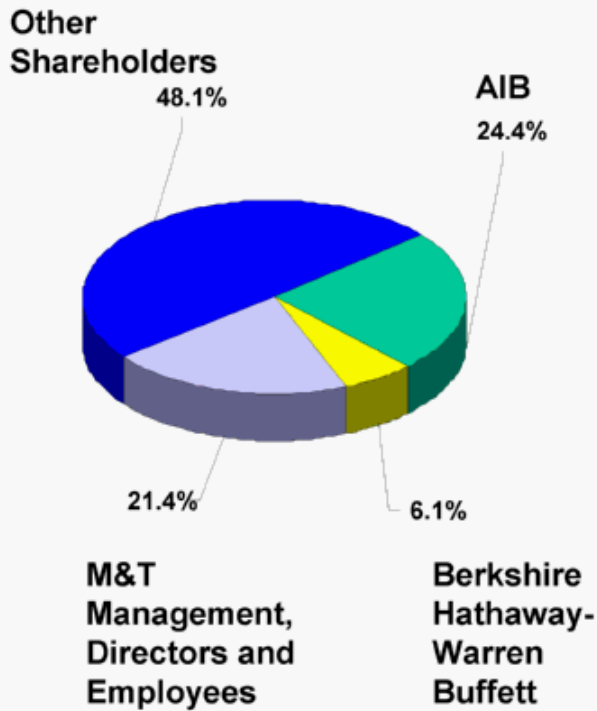
- Consistent Growth in Net Operating Earnings
 - 19% CAGR since 1983
 - 9% CAGR over past 10 years
- Consistent Growth in Dividends
 - 18% CAGR since 1983
- Ranked in top 10 of Top 50 banks for 10 year stock price performance

Return of Capital to Shareholders

Cumulative Capital Retained, Dividends and Share Repurchases
1983 – 2007



What Makes M&T Unique?*



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

* As of 2/28/07. Includes options & deferred bonus shares.

M&T Bank Corporation... a solid investment

Source: IDC & Factset

- **21.8% Annual rate of return since 1980***
 - 18th best return of the entire universe of over 800 U.S. based stocks that have traded publicly since 1980

Rank	Company Name	Industry	Annual Return
1	Eaton Vance Corp.	Financials	30.9
2	Stryker Corp.	Health Care	27.2
3	Leucadia National Corp.	Financials	26.5
4	State Street Corp.	Financials	26.4
5	Gap Inc.	Consumer Discretionary	25.8
6	Berkshire Hathaway Inc. (Cl A)	Financials	24.3
7	Wal-Mart Stores Inc.	Consumer Staples	24.1
8	Precision Castparts Corp.	Industrials	24.1
9	Progressive Corp.	Financials	23.9
10	AFLAC Inc.	Financials	23.8
11	Forest Laboratories Inc.	Health Care	23.6
12	TJX Cos.	Consumer Discretionary	23.4
13	Holly Corp.	Energy	23.4
14	Hasbro Inc.	Consumer Discretionary	23.2
15	Mylan Inc.	Health Care	22.9
16	Danaher Corp.	Industrials	22.8
17	Robert Half International Inc.	Industrials	22.5
18	M&T Bank Corp.	Financials	21.8

\$3,979 invested in M&T in 1980 would be worth \$1 million today

*CAGR calculated assuming reinvestment of dividends through December 31, 2007.



Appendix

Reconciliation of GAAP and Non-GAAP Results of Operation

Net Income and Earnings Per Share	2007	2006	2005	2004	2003	2002	2001	2000	1999
\$'s in millions									
Net income	\$654.3	\$839.2	\$782.2	\$722.5	\$573.9	\$456.7	\$353.1	\$268.2	\$252.4
Intangible amortization, net of tax	40.5	38.5	34.7	46.1	47.8	32.5	99.4	56.1	42.4
Merger-related expenses, net of tax	9.0	3.0	-	-	39.2	-	4.8	16.4	3.0
Net operating income	\$703.8	\$880.7	\$816.9	\$768.6	\$660.9	\$489.2	\$457.3	\$340.7	\$297.8
Earnings Per Share									
Diluted earnings per share	\$5.95	\$7.37	\$6.73	\$6.00	\$4.95	\$4.78	\$3.58	\$3.24	\$3.13
Intangible amortization, net of tax	0.37	0.33	0.30	0.38	0.41	0.34	1.00	0.67	0.52
Merger-related expenses, net of tax	0.08	0.03	-	-	0.34	-	0.05	0.20	0.04
Diluted net operating earnings per share	\$6.40	\$7.73	\$7.03	\$6.38	\$5.70	\$5.12	\$4.63	\$4.11	\$3.69
Efficiency Ratio									
\$'s in millions									
Non-interest expenses	\$1,627.7	\$1,551.7	\$1,485.1	\$1,516.0	\$1,448.2	\$961.6	\$980.6	\$718.6	\$596.7
less: intangible amortization	66.5	63.0	56.8	75.4	78.2	51.5	121.7	69.6	49.7
less: merger-related expenses	14.9	5.0	-	-	60.4	-	8.0	26.0	4.7
Adjusted net operating expenses	\$1,546.3	\$1,483.7	\$1,428.3	\$1,440.6	\$1,309.6	\$910.1	\$850.9	\$623.0	\$542.3
Adjusted T.E. revenues*	\$2,930.2	\$2,880.5	\$2,789.5	\$2,692.0	\$2,443.7	\$1,774.2	\$1,651.4	\$1,192.5	\$1,047.9
Net operating efficiency ratio	52.8%	51.5%	51.2%	53.5%	53.6%	51.3%	51.5%	52.3%	51.8%

Note: Effective January 1, 2003, M&T began recognizing expense for stock-based compensation in accordance with SFAS No. 123, as amended, and chose the retroactive restatement method described in SFAS No. 148. As a result, financial information for all prior periods presented has been restated to reflect the provisions of these pronouncements.

* Excludes gain/loss on sale of securities.

Reconciliation of GAAP and Non-GAAP Results of Operation

Assets	2007	2006	2005	2004	2003	2002	2001	2000	1999
<i>\$'s in millions</i>									
Average assets	\$ 58,545	\$ 55,839	\$ 54,135	\$ 51,517	\$ 45,349	\$ 31,935	\$ 30,842	\$ 23,670	\$ 21,065
Goodwill	(2,933)	(2,908)	(2,904)	(2,904)	(2,456)	(1,098)	(1,126)	(641)	(521)
Core deposit and other intangible assets	(221)	(191)	(135)	(201)	(233)	(143)	(196)	(125)	(73)
Deferred taxes	24	38	52	-	-	46	56	30	22
Average tangible assets	\$ 55,415	\$ 52,778	\$ 51,148	\$ 48,412	\$ 42,660	\$ 30,740	\$ 29,576	\$ 22,934	\$ 20,493
Equity									
<i>\$'s in millions</i>									
Average equity	\$ 6,247	\$ 6,041	\$ 5,798	\$ 5,701	\$ 4,941	\$ 3,026	\$ 2,975	\$ 2,045	\$ 1,744
Goodwill	(2,933)	(2,908)	(2,904)	(2,904)	(2,456)	(1,098)	(1,126)	(641)	(521)
Core deposit and other intangible assets	(221)	(191)	(135)	(201)	(233)	(143)	(196)	(125)	(73)
Deferred taxes	24	38	52	76	68	46	56	30	22
Average tangible equity	\$ 3,117	\$ 2,980	\$ 2,811	\$ 2,672	\$ 2,320	\$ 1,831	\$ 1,709	\$ 1,309	\$ 1,172

Note: Effective January 1, 2003, M&T began recognizing expense for stock-based compensation in accordance with SFAS No. 123, as amended, and chose the retroactive restatement method described in SFAS No. 148. As a result, financial information for all prior periods presented has been restated to reflect the provisions of these pronouncements.