

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

<b>OMB APPROVAL</b>	
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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

1. Name and Address of Reporting Person* <u>JONES RENE F</u>  (Last) (First) (Middle) <u>ONE M&amp;T PLAZA</u>  (Street) <u>BUFFALO NY 14203-2399</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>M&amp;T BANK CORP [ MTB ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chairman of the Board and CEO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/27/2023</u>	
	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 <input type="checkbox"/> 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	12/21/2022		G	V	454	D	\$0.00 <sup>(1)</sup>	76,527.79	D	
Common Stock	12/30/2022		G	V	1,000	D	\$0.00 <sup>(1)</sup>	75,527.79	D	
Common Stock	01/27/2023		A <sup>(2)</sup>		4,278	A <sup>(2)</sup>	\$0.00 <sup>(3)</sup>	79,805.79	D	
Common Stock	01/27/2023		F <sup>(4)</sup>		1,442	D	\$154.98	78,363.79	D	
Common Stock	12/21/2022		G	V	227	A	\$0.00 <sup>(5)</sup>	422.1081 <sup>(6)</sup>	I	By Daughter <sup>(7)</sup>
Common Stock	12/21/2022		G	V	227	A	\$0.00 <sup>(5)</sup>	422.1081 <sup>(6)</sup>	I	By Daughter <sup>(7)</sup>
Common Stock								5,481	I	By 401(k) Plan <sup>(8)</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)
						Date Exercisable	Expiration Date					

**Explanation of Responses:**

- The reported transaction involves a transfer of securities by gift for which no payment of consideration was received by the reporting person.
- Shares issued pursuant to vesting of performance-based restricted stock units, which were granted to the reporting person on January 29, 2021, under the 2019 M&T Bank Corporation Equity Incentive Compensation Plan and vested upon achievement of performance goals for the applicable performance period.
- 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.
- The reported transaction involves a transfer of securities by gift for which no consideration was paid.
- Includes fractional shares credited for the period between October 1, 2022 and December 31, 2022 through participation in the M&T Bank Corporation Dividend Reinvestment Plan.
- These shares are owned by the daughter of the reporting person through a custodial account under the Uniform Gifts to Minors Act for which the reporting person is custodian.
- The information presented is as of December 31, 2022.

**Remarks:**

By: Stephen T. Wilson, Esq. 01/31/2023  
 (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.

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