

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 * <u>HICKEY BRIAN E</u> (Last) (First) (Middle) 255 EAST AVENUE (Street) ROCHESTER NY 14604-2624 (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>M&T BANK CORP [MTB]</u> | 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) <u>Executive Vice President</u> |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>08/10/2007</u> | |
| 4. If Amendment, Date of Original Filed (Month/Day/Year) | | |

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 | 08/10/2007 | | G | V | 480 | D | (1) | 33,360 | D | |
| Common Stock | 09/19/2007 | | G | V | 500 | D | (1) | 32,860 | D | |
| Common Stock | 01/31/2008 | | A ⁽²⁾ | | 3,287 ⁽³⁾ | A ⁽²⁾ | \$0.00 ⁽⁴⁾ | 36,147 | D | |
| Common Stock | 08/10/2007 | | G | V | 240 | A | (5) | 1,316 | I | By Daughter ⁽⁶⁾ |

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 |
| Option (right to buy) | \$91.28 | 01/31/2008 | | A | | 25,237 | | (7) | 01/31/2018 | Common Stock | 25,237 | (8) | 25,237 | D | |

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.
- The reported transaction involves an award of restricted stock under the M&T Bank Corporation 2005 Incentive Compensation Plan.
- The restricted stock award includes a total of 3,287 shares. 328 shares of the restricted stock award will vest on January 31, 2009; an additional 657 shares will vest on January 31, 2010; an additional 986 shares will vest on January 31, 2011; and the remaining 1,316 shares will vest on January 31, 2012.
- The restricted stock award was granted under an incentive compensation plan maintained by M&T Bank Corporation, and therefore the reporting person paid no price for the shares.
- The reported transaction involves a transfer of securities by gift for which no consideration was paid.
- The reporting person disclaims beneficial ownership of the shares held by his daughter, and this report should not be deemed an admission that the reporting person is the beneficial owner of his daughter's shares for purposes of Section 16 or for any other purpose.
- The option granted includes a total of 25,237 shares. 2,523 of the covered shares are exercisable on or after January 31, 2009; an additional 5,048 of the covered shares are exercisable on or after January 31, 2010; an additional 7,571 of the covered shares are exercisable on or after January 31, 2011; and the remaining 10,095 covered shares are exercisable on or after January 31, 2012.
- The option was granted under an incentive compensation plan maintained by M&T Bank Corporation, and therefore the reporting person paid no price for the option.

Remarks:

By: Brian R. Yoshida, Esq. 02/04/2008
 (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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