

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

1. Name and Address of Reporting Person* WALTERS KIRK W (Last) (First) (Middle) ONE M&T PLAZA (Street) BUFFALO NY 14203 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol M&T BANK CORP [MTB]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 04/01/2022	
	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

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	04/01/2022		A ⁽¹⁾		9,211	A	(1)	9,211	D	
Common Stock	04/01/2022		F ⁽²⁾		4,640	D	\$19.865 ⁽³⁾	4,571	D	
Common Stock	04/01/2022		A ⁽¹⁾		1,098	A	(1)	1,098	I	By 401(k)
Common Stock	04/01/2022		A ⁽¹⁾		473	A	(1)	473	I	By ESOP ⁽⁴⁾
Common Stock	04/01/2022		A ⁽¹⁾		5,294	A	(1)	5,294	I	By Lacey & Sadie, LLC
Common Stock	04/01/2022		A ⁽¹⁾		31,097	A	(1)	31,097	I	By Gus & Bonnie, LLC
Series H Perpetual Non-Cumulative Preferred Stock	04/01/2022		A ⁽⁵⁾		40,000	A	(5)	40,000	I	By Gus & Bonnie, LLC

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)	\$109.67	04/01/2022		A		19,545		(6)	02/21/2023	Common Stock	19,545	(7)	19,545	D	
Option (right to buy)	\$162.42	04/01/2022		A		7,119		(6)	07/01/2024	Common Stock	7,119	(7)	7,119	D	
Option (right to buy)	\$117.82	04/01/2022		A		29,004		(6)	02/20/2024	Common Stock	29,004	(7)	29,004	D	
Option (right to buy)	\$167.01	04/01/2022		A		6,970		(6)	07/01/2024	Common Stock	6,970	(7)	6,970	D	
Option (right to buy)	\$149.39	04/01/2022		A		7,767		(6)	07/01/2024	Common Stock	7,767	(7)	7,767	D	
Option (right to buy)	\$125.85	04/01/2022		A		18,184		(6)	07/01/2024	Common Stock	18,184	(7)	18,184	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)		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)	\$137.42	04/01/2022		A		9,353		(6)	07/01/2024	Common Stock	9,353	(7)	9,353	D	
Option (right to buy)	\$129.54	04/01/2022		A		5,872		(6)	07/01/2024	Common Stock	5,872	(7)	5,872	D	
Option (right to buy)	\$177.4	04/01/2022		A		3,239		(6)	07/01/2024	Common Stock	3,239	(7)	3,239	D	
Option (right to buy)	\$123.44	04/01/2022		A		10,661		(6)	07/01/2024	Common Stock	10,661	(7)	10,661	D	

Explanation of Responses:

1. Shares received in exchange for shares of People's United Financial, Inc. ("People's United"). On April 1, 2022, pursuant to an Agreement and Plan of Merger (the "Merger Agreement"), Bridge Merger Corp. ("Merger Sub"), a direct, wholly owned subsidiary of M&T Bank Corporation ("M&T"), merged with and into People's United with People's United as the surviving entity (the "Merger") and People's United then merged with and into M&T, with M&T as the surviving entity. Pursuant to the Merger Agreement, each issued and outstanding share of People's United's common stock was converted into the right to receive 0.118 of a share of M&T the ("exchange ratio").

2. Estimated number of shares withheld for taxes upon the vesting of restricted share units the reporting person received for previously granted People's United performance share units and the vesting of shares the reporting person received for previously granted People's United restricted stock, pursuant to the Merger Agreement. Due to the timing of the availability of tax withholding information, the final number of shares withheld for taxes cannot be determined at the time of this filing. An amendment will be filed to disclose the final number of shares withheld for taxes.

3. High/Low average of People's United common stock on April 1, 2022.

4. Shares allocated for the benefit of the reporting person under the People's United Employee Stock Ownership Plan ("ESOP").

5. Pursuant to the Merger Agreement, at the effective time of the Merger, each outstanding share of Fixed-to-Floating Rate Non-Cumulative Perpetual Preferred Stock, Series A, of People's United, was converted into the right to receive a share of M&T's Perpetual Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series H.

6. Currently exercisable.

7. Pursuant to the Merger Agreement, at the effective time of the Merger, outstanding and unexercised stock options to acquire People's United common stock were converted into a number of stock options to acquire M&T common stock based on the exchange ratio. The exercise price of such converted options were also adjusted based on the exchange ratio, pursuant to the Merger Agreement.

Remarks:

By: Stephen T. Wilson, Esq. 04/05/2022
(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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