

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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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>FOLEY DONALD E</u> (Last) (First) (Middle) <u>1100 NORTH MARKET STREET</u> <u>RODNEY SQUARE NORTH</u> (Street) <u>WILMINGTON DE</u> <u>19890</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>05/16/2011</u>	3. Issuer Name and Ticker or Trading Symbol <u>M&T BANK CORP [MTB]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)	5. 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 Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
<u>Common Stock</u>	<u>751⁽¹⁾</u>	<u>D</u>	

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
<u>Phantom Stock Units</u>	<u>(2)</u>	<u>(2)</u>	<u>Common Stock</u>	<u>394.9208</u>	<u>(2)</u>	<u>D</u>	
<u>Stock Units</u>	<u>(3)</u>	<u>(3)</u>	<u>Common Stock</u>	<u>317.2101</u>	<u>(3)</u>	<u>D</u>	

Explanation of Responses:

- Acquired pursuant to the Agreement and Plan of Merger (the "Merger Agreement") among M&T Bank Corporation, MTB One, Inc. and Wilmington Trust Corporation ("Wilmington Trust") pursuant to which the reporting person, as a shareholder of Wilmington Trust, received 0.051372 of a share of issuer common stock for each share of Wilmington Trust held by the reporting person at the time of the consummation of the merger, subject to the proration and allocation procedures set forth in the Merger Agreement.
- The reported phantom stock units resulted from the conversion of existing phantom stock units received by the reporting person under a director fee plan maintained by Wilmington Trust, which was acquired by M&T Bank Corporation on May 16, 2011. The phantom stock units may be settled in cash upon a distribution in accordance with the terms of the plan.
- The reported stock units resulted from the conversion of existing stock units received by the reporting person under a director fee plan maintained by Wilmington Trust, which was acquired by M&T Bank Corporation on May 16, 2011, and represent a like number of shares of M&T Bank Corporation common stock. The stock units may be settled in shares of M&T Bank Corporation common stock under the Wilmington Trust Amended and Restated 2005 Long-Term Incentive Plan and the Wilmington Trust Amended and Restated 2009 Long-Term Incentive Plan upon a distribution in accordance with the terms of the plans.

Remarks:

By: Andrea R. Kozlowski, Esq. 05/25/2011
(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 5 (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.

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints each of Drew J. Pfirman, Esq., Brian R. Yoshida, Esq., Andrea R. Kozlowski, Esq., Marie King, Corporate Secretary, and Jessica A. Hartman, Shareholder Relations Administrator signing singly, the undersigned's true and lawful attorney-in-fact to:

(1)prepare, execute in the undersigned's name and on the undersigned's behalf, and submit to the U.S. Securities and Exchange Commission (the "SEC") a Form ID, including amendments thereto, and any other documents necessary or appropriate to obtain codes and passwords enabling the undersigned to make electronic filings with the SEC of reports required by Section 16(a) of the Securities Exchange Act of 1934 or any rule or regulation of the SEC;

(2)execute for and on behalf of the undersigned, in the undersigned's capacity as an officer, director or affiliate of M&T Bank Corporation (the "Company"), Forms 3, 4, and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder, and any other forms or reports the undersigned may be required to file in connection with the undersigned's ownership, acquisition or disposition of securities of the Company; and

(3)do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5, or other form or reports including any amendment or amendments thereto, and timely file such form or report with the SEC and any stock exchange or similar authority; and

(4)take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to the Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 17th day of May, 2011.

/s/ Donald E. Foley
Donald E. Foley