

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* <b>PEARSON KEVIN J</b>			2. Issuer Name and Ticker or Trading Symbol <b>M&amp;T BANK CORP [ MTB ]</b>			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) _____ <b>Vice Chairman</b>		
(Last) (First) (Middle) <b>ONE LIGHT STREET</b>			3. Date of Earliest Transaction (Month/Day/Year) <b>02/10/2023</b>					
(Street) <b>BALTIMORE MD 21202</b>			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		
(City) (State) (Zip)								

**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	02/10/2023		A <sup>(1)</sup>		2,962	A <sup>(1)</sup>	\$0.00 <sup>(2)</sup>	45,232	D	
Common Stock	02/10/2023		F <sup>(3)</sup>		1,414	D	\$159.02	43,818	D	
Common Stock								7,523	I	By 2020 GRAT <sup>(4)</sup>
Common Stock								3,152	I	By 401(k) Plan <sup>(5)</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)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Phantom Common Stock Units	(6)							(6)	(6)	Common Stock	(6)	3,388	I	Supplemental 401 (k) Plan <sup>(5)</sup>

**Explanation of Responses:**

- Shares issued pursuant to performance-vested stock units (including 284 shares issued for related dividend equivalent units) that were granted to the reporting person on February 5, 2020 under the M&T Bank Corporation 2019 Equity Incentive Compensation Plan (the "Plan") and were earned based on achievement against pre-established performance criteria for the three-year performance period ended December 31, 2022, as determined by the Company's Compensation and Human Capital Committee on February 10, 2023.
- The performance-vested stock units were granted under the Plan and therefore the reporting person paid no price for the performance-vested stock units.
- Shares withheld for taxes upon the settlement in shares of performance-vested stock units previously granted to the reporting person.
- The indicated shares are held by a Grantor Retained Annuity Trust ("2020 GRAT") of which the reporting person is trustee. The reporting person continues to report beneficial ownership of all of the M&T Bank Corporation common stock held by the 2020 GRAT but disclaims beneficial ownership except to the extent of his pecuniary interest therein.
- The information presented is as of December 31, 2022.
- The reported phantom common stock units are held by the reporting person in a plan account maintained by M&T Bank Corporation under the M&T Bank Corporation Leadership Retirement Savings Plan and represent a like number of shares of M&T Bank Corporation common stock. The phantom common stock units are payable in cash and distributed in accordance with the terms of the plan. The reported phantom common stock units also include units acquired through the dividend reinvestment feature of the plan.

**Remarks:**

By: Stephen T. Wilson, Esq. 02/14/2023  
(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.

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.