

OMB APPROVAL	
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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

1. Name and Address of Reporting Person <u>D'Arcy Peter</u> (Last) (First) (Middle) <u>350 PARK AVENUE</u> (Street) <u>NEW YORK NY</u> (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>Sr. Executive Vice President</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/31/2023</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	01/31/2023		A ⁽¹⁾		639	A ⁽¹⁾	\$0.00 ⁽²⁾	5,600	D	
Common Stock	01/31/2023		F ⁽³⁾		230	D	\$156	5,370	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)	\$156	01/31/2023		A		4,824		(4)	01/31/2033	Common Stock	4,824	\$0.00 ⁽⁵⁾	4,824	D	
Phantom Common Stock Units	(6)							(6)	(6)	Common Stock	(6)		300	I	Supplemental 401 (k) Plan ⁽⁷⁾

Explanation of Responses:

- Shares issued pursuant to vesting of performance-based restricted stock units, which were granted to the reporting person on January 31, 2022, under the 2019 M&T Bank Corporation Equity Incentive Compensation Plan (the "Equity Plan") and vested upon achievement of performance goals for the applicable performance period.
- The performance-based restricted stock units were granted under the Equity Plan, 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 option vests ratably on the first, second and third anniversary of the grant date.
- The option was granted under the Equity Plan, and therefore the reporting person paid no price for the option.
- 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.
- The information presented is as of December 31, 2022.

Remarks:

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