

**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	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <b>PETT JOHN L</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>Executive Vice President</b>			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>01/28/2004</b>			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			
<b>ONE FOUNTAIN PLAZA</b>			4. If Amendment, Date of Original Filed (Month/Day/Year)						
(Street)	<b>BUFFALO</b>	<b>NY</b>	<b>14203-1495</b>						
(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	01/28/2004		M		8,300	A	\$14	151,390	D	
Common Stock	01/28/2004		M		4,730	A	\$21.1	156,120	D	
Common Stock	01/28/2004		M		3,440	A	\$29	159,560	D	
Common Stock	01/28/2004		M		2,260	A	\$44.2063	161,820	D	
Common Stock	01/28/2004		M		2,020	A	\$49.5	163,840	D	
Common Stock	01/28/2004		M		2,380	A	\$42	166,220	D	
Common Stock	01/28/2004		M		1	A	\$65.8	166,221	D	
Common Stock								17	I	By 401(k) Plan <sup>(1)</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	(2)							(2)	(2)	Common Stock	(2)	717	I	Supplemental 401(k) Plan <sup>(1)</sup>
Option (right to buy)	\$14	01/28/2004		M		8,300	(3)	01/17/2005	01/17/2005	Common Stock	8,300	(4)	0	D
Option (right to buy)	\$21.1	01/28/2004		M		4,730	(3)	01/16/2006	01/16/2006	Common Stock	4,730	(4)	0	D
Option (right to buy)	\$29	01/28/2004		M		3,440	(3)	01/21/2007	01/21/2007	Common Stock	3,440	(4)	12,560	D
Option (right to buy)	\$44.2063	01/28/2004		M		2,260	(3)	01/20/2008	01/20/2008	Common Stock	2,260	(4)	37,740	D
Option (right to buy)	\$49.5	01/28/2004		M		2,020	(3)	01/19/2009	01/19/2009	Common Stock	2,020	(4)	37,980	D
Option (right to buy)	\$42	01/28/2004		M		2,380	(3)	01/18/2010	01/18/2010	Common Stock	2,380	(4)	62,620	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	Amount or Number of Shares				
Option (right to buy)	\$65.8	01/28/2004		M			1	(5)	01/16/2011	Common Stock	1	(4)	51,809	D	

**Explanation of Responses:**

- The information presented is as of September 30, 2003.
- The reported phantom common stock units are held by the reporting person in an excess benefit plan account maintained by M&T Bank Corporation and represent a like number of shares of M&T Bank Corporation common stock. The phantom common stock units may only be settled in cash upon distribution 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.
- Currently exercisable.
- The option was granted under an employee stock option plan maintained by M&T Bank Corporation, and therefore the reporting person paid no price for the option.
- The option included a total of 51,810 shares. 31,086 of the covered shares are currently exercisable; and the remaining 20,724 covered shares are exercisable on or after January 16, 2005.

**Remarks:**

By: Brian R. Yoshida, Esq.                      01/29/2004  
(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.