

**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

|  |   |  |  |
|--|---|--|--|
| <b>1. Name and Address of Reporting Person*</b><br><u>Urban Julianne</u><br><hr/> (Last) (First) (Middle)<br><u>ONE M&amp;T PLAZA</u><br><hr/> (Street)<br><u>BUFFALO NY 14203</u><br><hr/> (City) (State) (Zip) | <b>2. Date of Event Requiring Statement (Month/Day/Year)</b><br><u>03/31/2017</u> | <b>3. Issuer Name and Ticker or Trading Symbol</b><br><u>M&amp;T BANK CORP [ MTB ]</u>   |  |
|  |   | <b>4. Relationship of Reporting Person(s) to Issuer (Check all applicable)</b><br>Director <input type="checkbox"/> 10% Owner <input type="checkbox"/><br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><u>Senior VP &amp; General Auditor</u> | <b>5. If Amendment, Date of Original Filed (Month/Day/Year)</b><br><hr/> <b>6. Individual or Joint/Group Filing (Check Applicable Line)</b><br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> 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>2,421<sup>(1)</sup></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 |   |  |  |   |
|  |  |                 |   |  |  |   |

**Explanation of Responses:**

1. The reported holding includes multiple awards of restricted stock totaling 608 shares, of which 121 shares of restricted stock will vest on January 29, 2018, 118 shares of restricted stock will vest on January 30, 2018, 82 shares of restricted stock will vest on January 31, 2018, 122 shares of restricted stock will vest on January 29, 2019, 82 shares of restricted stock will vest on January 31, 2019, and 83 shares of restricted stock will vest on January 31, 2020.

**Remarks:**

Karla L. Harlow 04/10/2017

\*\* 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.

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