

M&T BANK CORP  
Form 8-K  
April 20, 2011

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D. C. 20549**

**FORM 8-K  
CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of  
the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): April 19, 2011**

**M&T BANK CORPORATION**

(Exact name of registrant as specified in its charter)  
New York

(State or other jurisdiction of incorporation)

1-9861

16-0968385

(Commission File Number)

(I.R.S. Employer Identification No.)

One M&T Plaza, Buffalo, New York

14203

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: (716) 842-5445

(NOT APPLICABLE)

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instructions A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e4(c) under the Exchange Act (17 CFR 240.13e-4(c))

## Item 5.07. Submission of Matters to a Vote of Security Holders.

The 2011 Annual Meeting of Shareholders of M&T Bank Corporation was held on April 19, 2011. At the 2011 Annual Meeting, shareholders approved all of management's proposals which included (i) the election of sixteen (16) directors, all of whom were then serving as directors of M&T Bank Corporation, for terms of one (1) year and until their successors are elected and qualified; (ii) the approval of the compensation of M&T Bank Corporation's Named Executive Officers; and (iii) the ratification of the appointment of PricewaterhouseCoopers LLP as the independent registered public accounting firm of M&T Bank Corporation for the year ending December 31, 2011. The voting results for each proposal, including the votes for and against or withheld, and any abstentions or broker non-votes, are described below. Abstentions and broker non-votes (if applicable) were counted for purposes of determining whether a quorum was present, but were not treated as votes cast. Therefore, abstentions and broker non-votes (if applicable) did not have the effect of a vote for or against such proposal and were not counted in determining the number of votes required for approval.

The following table reflects the tabulation of the votes with respect to each director who was elected at the 2011 Annual Meeting:

| Nominee                     | Number of Votes |            |                 |
|-----------------------------|-----------------|------------|-----------------|
|                             | For             | Withheld   | Broker Non-Vote |
| Brent D. Baird              | 93,473,101      | 1,916,107  | 11,060,256      |
| Robert J. Bennett           | 93,999,253      | 1,389,955  | 11,060,256      |
| C. Angela Bontempo          | 92,539,842      | 2,849,366  | 11,060,256      |
| Robert T. Brady             | 65,052,330      | 30,336,878 | 11,060,256      |
| Michael D. Buckley          | 94,438,246      | 950,962    | 11,060,256      |
| T. Jefferson Cunningham III | 94,939,645      | 449,562    | 11,060,256      |
| Mark J. Czarnecki           | 94,040,807      | 1,348,401  | 11,060,256      |
| Gary N. Geisel              | 94,079,085      | 1,310,123  | 11,060,256      |
| Patrick W.E. Hodgson        | 93,992,957      | 1,396,251  | 11,060,256      |
| Richard G. King             | 84,579,184      | 10,810,024 | 11,060,256      |
| Jorge G. Pereira            | 93,498,476      | 1,890,732  | 11,060,256      |
| Michael P. Pinto            | 94,086,333      | 1,302,875  | 11,060,256      |
| Melinda R. Rich             | 94,936,410      | 452,798    | 11,060,256      |
| Robert E. Sadler, Jr.       | 94,333,509      | 1,055,699  | 11,060,256      |
| Herbert L. Washington       | 94,007,480      | 1,381,728  | 11,060,256      |
| Robert G. Wilmers           | 93,017,014      | 2,372,194  | 11,060,256      |

The following table reflects the tabulation of the votes with respect to the approval of the compensation of M&T Bank Corporation's Named Executive Officers:

| Number of Votes |           |         |                 |
|-----------------|-----------|---------|-----------------|
| For             | Against   | Abstain | Broker Non-Vote |
| 92,726,736      | 1,786,535 | 875,927 | 11,060,256      |

The following table reflects the tabulation of the votes with respect to the ratification of the appointment of PricewaterhouseCoopers LLP as the independent registered public accounting firm of M&T Bank Corporation for the year ending December 31, 2011:

|             | Number of Votes |         |                 |  |
|-------------|-----------------|---------|-----------------|--|
| For         | Against         | Abstain | Broker Non-Vote |  |
| 105,248,849 | 1,073,817       | 126,798 | *               |  |

\* Not applicable.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

M&T BANK CORPORATION

Date: April 20, 2011

By: /s/ Marie King  
Marie King  
Administrative Vice President  
and Corporate Secretary