

SADLER ROBERT E JR
 Form 4/A
 October 29, 2004

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
SADLER ROBERT E JR

(Last) (First) (Middle)

ONE M&T PLAZA

(Street)

BUFFALO, NY 14203-2399

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
M&T BANK CORP [MTB]

3. Date of Earliest Transaction
 (Month/Day/Year)
07/26/2004

4. If Amendment, Date Original Filed(Month/Day/Year)
07/28/2004

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Executive Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 or Price		
Common Stock	07/26/2004		M		70,000 A \$ 29	426,345	D
Common Stock	07/26/2004		F		37,657 D \$ 93.27	388,688	D
Common Stock	07/27/2004		S		19,800 D \$ 93.3	368,888	D
Common Stock	07/27/2004		S		4,800 D \$ 93.4	364,088	D
Common Stock	07/27/2004		S		400 D \$ 93.43	363,688	D

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Common Stock	07/28/2004	S	1,972	D	\$ 92.72	361,716	D	
Common Stock	07/28/2004	S	900	D	\$ 92.75	360,816	D	
Common Stock	07/28/2004	S	100	D	\$ 92.77	360,716	D	
Common Stock	07/28/2004	S	1,000	D	\$ 92.95	359,716	D	
Common Stock	07/28/2004	S	1,000	D	\$ 93.48	358,716	D	
Common Stock						18,537	I	401 (k) Plan ⁽¹⁾

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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 Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Phantom Common Stock Units	⁽²⁾					⁽²⁾ ⁽²⁾	Common Stock ⁽²⁾
Option (right to buy)	\$ 29	07/26/2004		M	70,000	⁽³⁾ 01/21/2007	Common Stock 70,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

SADLER ROBERT E JR
ONE M&T PLAZA
BUFFALO, NY 14203-2399

X

Executive Vice President

Signatures

By: Brian R. Yoshida, Esq.
(Attorney-In-Fact)

10/29/2004

__Signature of Reporting Person

Date

Explanation of Responses:

* 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).

(1) The information reported is as of March 31, 2004.

The reported phantom common stock units are held by the reporting person in an excess benefit plan account maintained by M&T Bank

(2) 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 a 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.

(3) Currently exercisable.

(4) 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.

Remarks:

This amended filing is being made to correct a clerical error that overstated the amount of securities beneficially owned.

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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