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DEVORRIS DONALD

Form 4

November 19, 2004

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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Check this box

Form 5 obligations may continue. See Instruction

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

1(b).

Stock

(Print or Type Responses)

	Address of Reporting S DONALD	Symbol	er Name and Tick BANK CORP	· ·	Issuer				
(Last)	(First) (I		of Earliest Transac	`	(Check all applicable)				
101 LAKEN BOULEVA	MONT PARK .RD	(Month/ 11/17/2	Day/Year) 2004		_X Director Officer (give below)		Owner or (specify		
ALTOONA	(Street)	Filed(Me	endment, Date Or onth/Day/Year)	riginal	6. Individual or Jo Applicable Line) _X_ Form filed by O Form filed by M Person	•	rson		
(City)	(State)	(Zip) Tal	ole I - Non-Deriva	ative Securities	Acquired, Disposed of	, or Beneficiall	y Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Transaction(A) Code (Instr. 8)	ecurities Acquire or Disposed of (l tr. 3, 4 and 5) (A) or ount (D) Pr		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Common Stock	11/17/2004		M 1,40	\$	32 165	D			
Common					3,250	D (1)			

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

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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. Transactic Code (Instr. 8)	Secur Acqu (A) o Dispo (D)	rities nired or osed of 3, 4,	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8 1 5 (
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Option (right to buy)	\$ 39.834	11/17/2004		M		1,406	01/03/1995	01/03/2005	Common Stock	1,406	:
Phantom Stock Units	(2)						(2)	<u>(2)</u>	Common Stock	<u>(2)</u>	

Reporting Owners

Reporting Owner Name / Address	Relationships					
1	Director	10% Owner	Officer	Other		
DEVORRIS DONALD 101 LAKEMONT PARK BOULEVARD ALTOONA, PA 16602-5943	X					

Signatures

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

**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) Jointly owned.
 - The reported phantom stock units resulted from the conversion of existing phantom stock units received by the reporting person under a director fee plan maintained by Keystone Financial, Inc., which was acquired by M&T Bank Corporation on October 6, 2000, and
- (2) represent a like number of shares of M&T Bank Corporation common stock. The phantom stock units may be settled in shares of M&T Bank Corporation common stock or cash upon a distribution in accordance with the terms of the plan. The reported phantom stock units also include units acquired through the reporting person's participation in the dividend reinvestment feature of the plan.
- (3) The information reported is as of September 30, 2004.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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