BRUMBACK EMERSON L

Form 4

November 28, 2005

FORM 4 IINT

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

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Estimated average

OMB APPROVAL

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005

Form 4 or Form 5 obligations may continue.

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

burden hours per response... 0.5

See Instruction 1(b).

Stock

(Print or Type Responses)

1. Name and Address of Reporting Person * BRUMBACK EMERSON L			2. Issuer Name and Ticker or Trading Symbol M&T BANK CORP [MTB]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check an applicable)			
			(Month/Day/Year)	X Director 10% Owner			
ONE M&T PLAZA			11/23/2005	_X_ Officer (give title Other (specify below)			
				Executive Vice President			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Chec Applicable Line)			
			Filed(Month/Day/Year)				
BUFFALO, NY 14203-2399				_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired (A) 5. Amount of 6. 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction Disposed of (D) Securities Ownership Indirect (Instr. 3) (Instr. 3, 4 and 5) Beneficially Code Form: Beneficial (Month/Day/Year) (Instr. 8) Owned Direct (D) Ownership Following or Indirect (Instr. 4) Reported (A) Transaction(s) (Instr. 4) (Instr. 3 and 4) Code V Amount (D) Price Common 11/23/2005 M 34,348 A \$ 65.8 54,128 D Stock Common \$ 75.8 11/23/2005 M 14,000 Α 68,128 D Stock Common S 300 11/23/2005 67,828 D 110.18 Stock Common 11/23/2005 S 400 67,428 D Stock Common \$ 110.2 65,828 11/23/2005 S 1,600 D D

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Common Stock	11/23/2005	S	100	D	\$ 110.21	65,728	D
Common Stock	11/23/2005	S	100	D	\$ 110.22	65,628	D
Common Stock	11/23/2005	S	300	D	\$ 110.23	65,328	D
Common Stock	11/23/2005	S	300	D	\$ 110.24	65,028	D
Common Stock	11/23/2005	S	100	D	\$ 110.25	64,928	D
Common Stock	11/23/2005	S	100	D	\$ 110.26	64,828	D
Common Stock	11/23/2005	S	300	D	\$ 110.27	64,528	D
Common Stock	11/23/2005	S	500	D	\$ 110.28	64,028	D
Common Stock	11/23/2005	S	200	D	\$ 110.29	63,828	D
Common Stock	11/23/2005	S	300	D	\$ 110.3	63,528	D
Common Stock	11/23/2005	S	400	D	\$ 110.33	63,128	D
Common Stock	11/23/2005	S	1,000	D	\$ 110.34	62,128	D
Common Stock	11/23/2005	S	600	D	\$ 110.36	61,528	D
Common Stock	11/23/2005	S	3,000	D	\$ 110.37	58,528	D
Common Stock	11/23/2005	S	300	D	\$ 110.38	58,228	D
Common Stock	11/23/2005	S	3,400	D	\$ 110.39	54,828	D
Common Stock	11/23/2005	S	600	D	\$ 110.4	54,228	D
Common Stock	11/23/2005	S	774	D	\$ 110.41	53,454	D
Common Stock	11/23/2005	S	700	D	\$ 110.42	52,754	D
Common Stock	11/23/2005	S	200	D	\$ 110.44	52,554	D
	11/23/2005	S	600	D		51,954	D

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Common Stock					\$ 110.45		
Common Stock	11/23/2005	S	400	D	\$ 110.46	51,554	D
Common Stock	11/23/2005	S	400	D	\$ 110.47	51,154	D
Common Stock	11/23/2005	S	1,000	D	\$ 110.48	50,154	D
Common Stock	11/23/2005	S	300	D	\$ 110.49	49,854	D

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

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SEC 1474 (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 onDerivative 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
Option (right to buy)	\$ 65.8	11/23/2005		M	34,348	<u>(1)</u>	01/16/2011	Common Stock	34,348
Option (right to buy)	\$ 75.8	11/23/2005		M	14,000	(3)	01/15/2012	Common Stock	14,000
Option (right to buy)	\$ 68.31	11/25/2005		M	9,132	<u>(1)</u>	02/20/2011	Common Stock	9,132
Option (right to buy)	\$ 75.8	11/25/2005		M	10,000	(3)	01/15/2012	Common Stock	10,000
Option (right to buy)	\$ 91.75	11/25/2005		M	6,494	<u>(4)</u>	01/20/2014	Common Stock	6,494

Phantom Common Stock

Units

 $\underline{(5)}$ $\underline{(5)}$ Common Stock

<u>(5)</u>

Reporting Owners

<u>(5)</u>

Reporting Owner Name / Address Relationships

X

Director 10% Owner Officer Other

BRUMBACK EMERSON L ONE M&T PLAZA BUFFALO, NY 14203-2399

Executive Vice President

Signatures

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

11/28/2005

**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) Currently exercisable.
- (2) 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.
- (3) The option included a total of 40,000 shares. 24,000 of the covered shares are currently exercisable; and the remaining 16,000 covered shares are exercisable on or after January 15, 2006.
- The option included a total of 64,943 shares. 6,494 of the covered shares are currently exercisable; 12,988 of the covered shares are exercisable on or after January 20, 2006; an additional 19,483 of the covered shares are exercisable on or after January 20, 2007; and the remaining 25,978 covered shares are exercisable on or after January 20, 2008.
- (5) The reported phantom common stock units were held by the reporting person in an excess benefit plan account maintained by M&T Bank Corporation and represented a like number of shares of M&T Bank Corporation common stock. The phantom common stock units were settled in cash and distributed in accordance with the terms of the plan. The reported phantom common stock units also included units acquired through the dividend reinvestment feature of the plan.
- (6) The information presented is as of September 30, 2005.

Remarks:

This is the first of four Form 4 filings by the reporting person to report the reporting person's transactions that occurred on Nov

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