

Farrell William J II  
Form 4  
February 02, 2018

**FORM 4**

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

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Farrell William J II

(Last) (First) (Middle)

1100 NORTH MARKET  
STREET, RODNEY SQUARE NO.

(Street)

WILMINGTON, DE 19890

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
01/31/2018

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_X\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

Executive Vice President

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_X\_\_ 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	(A) or (D)	Price	
Common Stock	01/31/2018		A <sup>(1)</sup>		713	A <sup>(1)</sup>	\$ 0 <sup>(2)</sup>	13,770.86 D
Common Stock	01/31/2018		F <sup>(3)</sup>		213	D	\$ 190.78	13,557.86 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)

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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. 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)	8. I
Option (right to buy)	\$ 190.78	01/31/2018		A	3,019	<sup>(4)</sup> 01/31/2028	Common Stock	3,019

## Reporting Owners

Reporting Owner Name / Address	Relationships
Farrell William J II 1100 NORTH MARKET STREET RODNEY SQUARE NO. WILMINGTON, DE 19890	Director 10% Owner Officer Executive Vice President

## Signatures

By: Brian R. Yoshida, Esq.  
(Attorney-In-Fact) 02/02/2018

\_\_\_\_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) Shares issued pursuant to vesting of performance-based restricted stock units that were granted to the reporting person on January 31, 2017, upon achievement of performance goals under the 2009 M&T Bank Corporation Equity Incentive Compensation Plan.
- (2) The performance-based restricted stock units were granted under an equity incentive compensation plan maintained by M&T Bank Corporation, and therefore the reporting person paid no price for the performance-based restricted stock units.
- (3) Shares withheld for taxes upon the settlement in shares of performance-based restricted stock units previously granted to the reporting person.
- (4) The option granted includes a total of 3,019 shares. 1,006 of the shares are exercisable on or after January 31, 2019; an additional 1,006 of the shares are exercisable on or after January 31, 2020; and the remaining 1,007 shares are exercisable on or after January 29, 2021.
- (5) The option was granted under an equity incentive compensation plan maintained by M&T Bank Corporation, and therefore the reporting person paid no price for the option.

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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