

King Darren J
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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
King Darren J

(Last) (First) (Middle)

ONE M&T PLAZA

(Street)

BUFFALO, NY 14203

(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)

E.V.P./Chief Financial Officer

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 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 Ownership Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|---|--|--|--|
| Common Stock | 01/31/2018 | | A ⁽¹⁾ | 1,537 | \$ 0 ⁽²⁾ | 44,645.39 | D |
| Common Stock | 01/31/2018 | | F ⁽³⁾ | 753 | \$ 190.78 | 43,892.39 | D |
| Common Stock | | | | | 386 | I | By Son ⁽⁴⁾ |
| Common Stock | | | | | 386 | I | By Daughter ⁽⁵⁾ |
| Common Stock | | | | | 386 | I | By Daughter |

| | | | |
|-----------------|-------|---|------------------------------|
| Common Stock | 2,199 | I | (5) By 401(k) Plan (6) |
|-----------------|-------|---|------------------------------|

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) | 8. Amount or Number of Shares |
|---|--|---|---|--------------------------------------|---|--|---|---|
| Option (right to buy) | \$ 190.78 | 01/31/2018 | | A | 6,038 | (7) 01/31/2028 | Common Stock | 6,038 |
| Phantom Common Stock Units | (9) | | | | | (9) (9) | Common Stock | (9) |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|---|--|
| King Darren J ONE M&T PLAZA BUFFALO, NY 14203 | Director 10% Owner Officer Other E.V.P./Chief Financial Officer |

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) These shares are owned by the son of the reporting person through a custodial account under the Uniform Transfers to Minors Act for which the reporting person is custodian.
 - (5) These shares are owned by the daughter of the reporting person through a custodial account under the Uniform Transfers to Minors Act for which the reporting person is custodian.
 - (6) The information presented is as of December 29, 2017.
 - (7) The option granted includes a total of 6,038 shares. 2,012 of the shares are exercisable on or after January 31, 2019; an additional 2,013 of the shares are exercisable on or after January 31, 2020; and the remaining 2,013 shares are exercisable on or after January 29, 2021.
 - (8) 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.
 - (9) The reported phantom common stock units are held by the reporting person in an excess benefit plan account maintained by M&T Bank 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 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.

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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