

M&T BANK CORP
Form 4
January 05, 2017

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 *
SALAMONE DENIS J

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)
440 HILLCREST ROAD

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/03/2017

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

RIDGEWOOD, NJ 07450

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 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	10/26/2016		G	18,000 D \$ 0 ⁽¹⁾	93,087	D	
Common Stock	01/03/2017		A ⁽²⁾	87 A \$ 156.43	93,174	D	
Common Stock					7,917	I	By ESOP ⁽³⁾
Common Stock	10/26/2016		G	18,000 A \$ 0 ⁽⁴⁾	18,000	I	By Family Foundation ⁽⁵⁾
Common Stock	11/30/2016 ⁽⁶⁾		S	4,000 D \$ 143.322	14,000	I	By Family Foundation

Common Stock	12/07/2016 ⁽⁶⁾	S	4,000	D	\$ 150.26	10,000	I	(7)	(5)	By Family Foundation (5)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SALAMONE DENIS J 440 HILLCREST ROAD RIDGEWOOD, NJ 07450		X		

Signatures

By: Karla L. Harlow, Esq.
(Attorney-In-Fact) 01/05/2017

__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 reported transaction involves a transfer of securities by gift for which no payment of consideration was received by the reporting person.

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- (2) This transaction represents stock received by the reporting person in lieu of cash fees pursuant to the M&T Bank Corporation 2008 Directors' Stock Plan.
- (3) Shares allocated for the benefit of the reporting person under the Employee Stock Ownership Plan ("ESOP") of Hudson City Savings Bank.
- (4) The reported transaction involves a transfer of securities by gift for which no consideration was paid.
The indicated shares are held by the Salamone Family Foundation, a nonprofit corporation in which the reporting person has no pecuniary
- (5) interest. The reporting person is a trustee of the Salamone Family Foundation and holds voting and dispositive power over the shares held by it.
- (6) The reporting of these transactions is voluntary and therefore does not constitute a late filing. See Footnote 5.
This transaction was executed in multiple trades at prices ranging from \$143.3095 to \$143.335. The price reported above reflects the
- (7) weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

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.