

M&T BANK CORP  
Form 4  
November 14, 2016

**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 \*  
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)  
11/09/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
E.V.P./Chief Financial Officer

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                                      |
| Common Stock                    | 11/09/2016                           |  | M <sup>(1)</sup>               |   | 6,770   | A  | \$ 91.28                                   |
| Common Stock                    | 11/09/2016                           |  | M <sup>(1)</sup>               |   | 13,268  | A  | \$ 38.91                                   |
| Common Stock                    | 11/09/2016                           |  | S <sup>(1)</sup>               |   | 13,437  | D  | \$ 125.7519<br><sup>(2)</sup>              |
| Common Stock                    | 11/09/2016                           |  | S                              |   | 6,601   | D  | \$ 131.25                                  |
| Common Stock                    | 11/10/2016                           |  | M <sup>(3)</sup>               |   | 1,212   | A  | \$ 91.28                                   |

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|              |            |  |                  |       |   |          |           |   |                               |
|--------------|------------|--|------------------|-------|---|----------|-----------|---|-------------------------------|
| Common Stock | 11/10/2016 |  | M <sup>(3)</sup> | 6,732 | A | \$ 38.91 | 27,165.39 | D |                               |
| Common Stock |            |  |                  |       |   |          | 230       | I | By Son <sup>(4)</sup>         |
| Common Stock |            |  |                  |       |   |          | 230       | I | By Daughter <sup>(5)</sup>    |
| Common Stock |            |  |                  |       |   |          | 230       | I | By Daughter <sup>(5)</sup>    |
| Common Stock |            |  |                  |       |   |          | 2,075     | I | By 401(k) Plan <sup>(6)</sup> |

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. 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) | Amount or Number of Shares |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                      | Amount or Number of Shares |
| Option (right to buy)                      | \$ 91.28   | 11/09/2016                           |  | M                              | 6,770   | <sup>(7)</sup>   | 01/31/2018  | Common Stock               | 6,770                      |
| Option (right to buy)                      | \$ 38.91   | 11/09/2016                           |  | M                              | 13,268  | <sup>(7)</sup>   | 01/30/2019  | Common Stock               | 13,268                     |
| Option (right to buy)                      | \$ 91.28   | 11/10/2016                           |  | M                              | 1,212   | <sup>(7)</sup>   | 01/31/2018  | Common Stock               | 1,212                      |
| Option (right to buy)                      | \$ 38.91   | 11/10/2016                           |  | M                              | 6,732   | <sup>(7)</sup>   | 01/30/2019  | Common Stock               | 6,732                      |
|  | <sup>(9)</sup>   |                                      |  |                                |   | <sup>(9)</sup>   | <sup>(9)</sup>  |                            | <sup>(9)</sup>             |

Phantom  
Common  
Stock  
Units

Common  
Stock

## Reporting Owners

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

## Signatures

By: Karla L. Harlow, Esq.  
(Attorney-In-Fact)

11/14/2016

\_\_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 involved the exercise of stock options and the sale of shares pursuant to a pre-authorized trading plan meeting the requirements of Rule 10b5-1(c)(1) under the Securities Exchange Act of 1934, as amended.

(2) This transaction was executed in multiple trades at prices ranging from \$125.50 to \$126.00. The price reported above reflects the 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.

(3) The reported transaction involved the exercise of stock options pursuant to a pre-authorized trading plan meeting the requirements of Rule 10b5-1(c)(1) under the Securities Exchange Act of 1934, as amended.

(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 September 30, 2016.

(7) Currently exercisable.

(8) 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.

(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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