

M&T BANK CORP  
Form 4  
January 31, 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 \*  
**WILMERS ROBERT G**

(Last) (First) (Middle)

**ONE M&T PLAZA**

(Street)

**BUFFALO, NY 14203-2399**

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
**01/27/2017**

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)  
**Chairman of the Board and CEO**

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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price (1)			
Common Stock	12/28/2016		G	31,626 D \$ 0 (1)	2,399,007	D	
Common Stock	01/27/2017		A(2)	5,067 A (2) \$ 0 (3)	2,404,074	D	
Common Stock	01/30/2017		A(4)	4,934 A (4) \$ 0 (3)	2,409,008	D	
Common Stock					56,636	I	By 401 (k) Plan (5)
Common Stock					214,540	I	1999 Family Trust (6)

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Common Stock						224,766	I	2000 Family Trust <sup>(6)</sup>	
Common Stock						400,000	I	See footnote <sup>(7)</sup>	
Common Stock	12/28/2016		G	15,813	A	\$ 0 <sup>(8)</sup>	390,809	I	See footnote <sup>(9)</sup>
Common Stock	12/28/2016		G	15,813	A	\$ 0 <sup>(8)</sup>	409,062	I	See footnote <sup>(10)</sup>
Common Stock						3,282,880	I	See footnote <sup>(11)</sup>	

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. Price of Derivative Security (Instr. 5)	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V (A) (D)		
Phantom Common Stock Units	<sup>(12)</sup>					<sup>(12)</sup>	<sup>(12)</sup>	Common Stock	<sup>(12)</sup>

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

WILMERS ROBERT G  
ONE M&T PLAZA  
BUFFALO, NY 14203-2399

X

Chairman of the Board and CEO

## Signatures

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

01/31/2017

\_\_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.
- (2) Shares issued pursuant to vesting of performance-based restricted stock units that were granted to the reporting person on January 29, 2016, upon achievement of performance goals under the 2009 M&T Bank Corporation Equity Incentive Compensation Plan.
- (3) 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.
- (4) Shares issued pursuant to vesting of performance-based restricted stock units that were granted to the reporting person on January 30, 2015, upon achievement of performance goals under the 2009 M&T Bank Corporation Equity Incentive Compensation Plan.
- (5) The information presented is as of December 30, 2016.  
The indicated shares are held by the Robert G. Wilmers 1999 Family Trust and the Robert G. Wilmers 2000 Family Trust, respectively, under indentures dated July 23, 1993 (individually, the "1999 Family Trust" and "2000 Family Trust," respectively, and collectively, the "Family Trusts"). The reporting person is a trustee of each of the Family Trusts and holds sole voting and dispositive power over the shares held by the Family Trusts. These shares were formerly reported as having been held by Grantor Retained Annuity Trust No. 5 and Grantor Retained Annuity Trust No. 6.
- (6) The indicated shares are held by a limited liability company of which the reporting person is the sole member.
- (7) The reported transaction involves a transfer of securities by gift for which no consideration was paid.  
The indicated shares are held by Roche Foundation, Inc., a Delaware not-for-profit, non-stock corporation in which the reporting person has no pecuniary interest. The reporting person is the sole director and president of Roche Foundation, Inc. and holds sole voting and dispositive power over the shares held by it.
- (8) The indicated shares are held by the Interlaken Foundation, a Delaware not-for-profit, non-stock corporation in which the reporting person has no pecuniary interest. The reporting person is a director and President of the Interlaken Foundation and holds voting and dispositive power over the shares held by it.
- (9) The indicated shares are held by Mallarme Investments Limited ("Mallarme"), a company whose sole shareholder is Mallarme Trust, an English law trust that the reporting person is sole trustee of and the beneficiaries of which are the reporting person's sister and sister's descendants. The reporting person has no pecuniary interest in these shares and disclaims beneficial ownership thereof. The inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of these shares for purposes of Section 16 or for any other purpose.
- (10) 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.
- (11)
- (12)

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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