BRUMBACK EMERSON L

Form 4

November 28, 2005

FORM 4 UNITED S

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

Check this box if no longer

if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

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

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * BRUMBACK EMERSON L			2. Issuer Name and Ticker or Trading Symbol M&T BANK CORP [MTB]	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check all applicable)			
ONE M&T PLAZA			(Month/Day/Year) 11/23/2005	X Director 10% OwnerX Officer (give title Other (specify below) Executive Vice President			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
BUFFALO, NY 14203-2399			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

(City)	(State)	(Zip) Tabl	le I - Non-I	Derivative	Secu	rities Acqu	ired, Disposed of	, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock	11/25/2005		Code V S	Amount 2,300	(D)	Price \$ 110.32	(Instr. 3 and 4) 36,306	D	
Common Stock	11/25/2005		S	6,100	D	\$ 110.33	30,206	D	
Common Stock	11/25/2005		S	700	D	\$ 110.34	29,506	D	
Common Stock	11/25/2005		S	1,000	D	\$ 110.35	28,506	D	
Common Stock	11/25/2005		S	1,100	D	\$ 110.36	27,406	D	

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Common Stock	11/25/2005	S	1,300	D	\$ 110.37	26,106	D	
Common Stock	11/25/2005	S	726	D	\$ 110.39	25,380	D	
Common Stock	11/25/2005	S	600	D	\$ 110.4	24,780	D	
Common Stock	11/25/2005	S	2,000	D	\$ 110.41	22,780	D	
Common Stock	11/25/2005	S	900	D	\$ 110.42	21,880	D	
Common Stock	11/25/2005	S	1,400	D	\$ 110.43	20,480	D	
Common Stock	11/25/2005	S	500	D	\$ 110.44	19,980	D	
Common Stock	11/25/2005	S	200	D	\$ 110.47	19,780	D	
Common Stock						1,346	I	By 401(k) Plan (1)

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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	isable and	7. Title	and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration Da	ate	Amour	nt of	Derivative
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	ying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)
	Derivative				Securities			(Instr. 3	3 and 4)	
	Security				Acquired					
					(A) or					
					Disposed					
					of (D)					
					(Instr. 3,					
					4, and 5)					
									Amount	
						Date	Expiration		or	
						Exercisable	Date		Number	
									of	
				Code V	(A) (D)				Shares	

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

Reporting Owners

Reporting Owner Name / Address	Relationships								
1 8	Director	10% Owner	Officer	Other					
BRUMBACK EMERSON L ONE M&T PLAZA BUFFALO, NY 14203-2399	X		Executive Vice President						

Signatures

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

**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 information presented is as of September 30, 2005.

Remarks:

This is the fourth of four Form 4 filings by the reporting person to report the reporting person's transactions that occurred on N 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.

Reporting Owners 3