Edgar Filing: SHEETZ STEPHEN G - Form 4

SHEETZ ST Form 4	EPHEN G										
January 05, FORN	14 UNITED	4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 55555555555555555555555555555555555									
Check th if no lon subject to Section 7 Form 4 c	ger o STATEN 16. or										
Form 5 obligatio may con <i>See</i> Instr 1(b).	tinue. Section 17(response 0.4 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)										
SHEETZ STEPHEN G Syn			ssuer Name and Ticker or Trading ool T BANK CORP [MTB]				5. Relationship of Reporting Person(s) to Issuer				
(Last)	(First) (N		3. Date of Earliest Transaction (Che					ck all applicable)			
5700 6TH AVENUE (Month/D) 12/29/20 (Street) 4. If Ameri			Month/Day/Year) 2/29/2006				X_ Director 10% Owner Officer (give title Other (specify below)				
			endment, Daonth/Day/Year	-	ıl		 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person 				
ALTOONA	, PA 16602-1111						Form filed by M Person				
(City)	(State)	(Zip) Tal	ole I - Non-I	Derivative	Secu	rities Acqu	uired, 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. Securi on(A) or Di (Instr. 3,	spose	d of (D)	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)		
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)				
Common Stock	12/29/2006		М	239	A	<u>(1)</u>	16,142	D			
Common Stock	01/03/2007		A <u>(2)</u>	81	A	\$ 122.16	16,223	D			

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.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

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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. Transacti Code (Instr. 8)	5. Number on 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. F Den Sec (Ins
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock Units	<u>(3)</u>	12/29/2006		М	239	12/29/2006	12/29/2006	Common Stock	239 <u>(3)</u>	

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
SHEETZ STEPHEN G 5700 6TH AVENUE ALTOONA, PA 16602-1111	Х						
Signatures							
By: Brian R. Yoshida, Esq. (Attorney-In-Fact)		(01/05/2007				
**Signature of Reporting Person	n		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 represents the settlement, for stock, of phantom stock units under a director fee plan maintained by M&T Bank Corporation, and therefore the reporting person paid no price for the stock. Also see footnote 3.
- (2) Stock received in lieu of cash fees pursuant to the M&T Bank Corporation Directors' Stock Plan.

The reported phantom stock units resulted from the conversion of existing phantom stock units received by the reporting person under a director fee plan maintained by Keystone Financial, Inc., which was acquired by M&T Bank Corporation on October 6, 2000, and

- (3) represent a like number of shares of M&T Bank Corporation common stock. The phantom stock units may be settled in shares of M&T Bank Corporation common stock or cash upon a distribution in accordance with the terms of the plan. The reported phantom stock units also include units acquired through the reporting person's participation in the dividend reinvestment feature of the plan.
- (4) The information reported is as of December 31, 2006.

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.