Beardi James J					
Form 5					
February 14, 2007					
FORM 5			OMB AF	PROVAL	
	ES SECURITIES AND EXCHANGE Washington, D.C. 20549	OMB Number: Expires:	3235-0362 January 31, 2005		
to Section 16	to Section 16. Form 4 or Form 5 obligations may continue. ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES				
1(b). Filed pursuant t Form 3 Holdings Section 17(a) of th	o Section 16(a) of the Securities Exchar ne Public Utility Holding Company Act h) of the Investment Company Act of 1	of 1935 or Section	1		
1. Name and Address of Reporting Person Beardi James J	2. Issuer Name <b>and</b> Ticker or Trading Symbol M&T BANK CORP [MTB]	5. Relationship of Reporting Person(s) to Issuer			
(Last) (First) (Middle) ONE M&T PLAZA	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2006	Director X Officer (give below)	title Othe below)	Owner er (specify	
(Street)	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joi	ve Vice Preside int/Group Repo applicable line)	orting	
BUFFALO, NY 14203		_X_ Form Filed by C Form Filed by M Person			
(City) (State) (Zip)	Table I - Non-Derivative Securities A	cauired. Disposed of	or Beneficial	lv Owned	
1.Title of 2. Transaction Date 2A. I			6. Ownership	-	

1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securit	ties		5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transaction	Acquired	l (A) o	r	Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	Disposed	l of (D	)	Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)		Owned at end	Indirect (I)	Ownership	
				Amount	(A) or (D)	Price	of Issuer's Fiscal Year (Instr. 3 and 4)	(Instr. 4)	(Instr. 4)
Common Stock	12/19/2006	Â	G	100	D	\$ <u>(1)</u>	35,486.12	D	Â

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information SEC 2270 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)

(9-02)

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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)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Amou Unde Secur	le and unt of rlying iities . 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. of D S B O E I S F I S F i I S
				(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Beardi James J ONE M&T PLAZA BUFFALO, NY 14203	Â	Â	Executive Vice President	Â			
Signatures							
By: Brian R. Yoshida, Esq. (Attorney-In-Fact)		(	)2/14/2007				
**Signature of Reporting Perso	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 involves a transfer of securities by gift for which no payment of consideration was received by the reporting person.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.