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King Darren Form 4 April 12, 201 FORM Check thi if no long subject to Section 14 Form 4 of Form 5 obligation may conti <i>See</i> Instru 1(b).	1 UNITED S is box ger 6. r Filed purs section 17(a	V ENT OF CHA suant to Section) of the Public	JRITIES AND I ashington, D.C. NGES IN BEN SECURITIE 16(a) of the Sec Utility Holding (Investment Com	. 20549 EFICIA S curities Ex Company	L OW xchang	NERSHIP OF the Act of 1934, f 1935 or Sectio	OMB Number: Expires: Estimated a burden hou response	irs per		
		Dorson * • • •				5 Palationship of	f Donorting Dor	con(s) to		
1. Name and Address of Reporting Person <u>*</u> King Darren J			uer Name and Ticke l	g	5. Relationship of Reporting Person(s) to Issuer					
(Last)	(First) (M		M&T BANK CORP [MTB] 3. Date of Earliest Transaction			(Check all applicable)				
ONE M&T	· · · · ·		/Day/Year)		Director 10% Owner Officer (give title Other (specify below) below) Executive Vice President					
			nendment, Date Ori Ionth/Day/Year)		 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 					
(City)		(Zip) T				Person				
		1	ible I - Non-Deriva					-		
1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)2A. Deemed Execution Date, if any (Month/Day/Year)		if Transaction(A) Code (D) r) (Instr. 8) (Ins	(Instr. 8) (Instr. 3, 4 and 5) (A) or			5. Amount of Securities6. Ownership Form: Direct7. Natu IndirectBeneficially(D) orBenefic BeneficOwnedIndirect (I)Owners OwnersFollowing(Instr. 4)(Instr. 4)ReportedTransaction(s)(Instr. 3 and 4)				
Common Stock	04/08/2011		Code V Ame $A^{(1)}$ 120	$\begin{array}{c} \text{ount} \text{(D)} \\ \text{(D)} \\ \text{(D)} \\ \text{(D)} \end{array}$	Price \$ 0 (2)	10,335.56	D			
Common Stock	04/08/2011		F 38	D		10,297.56	D			
Common Stock						1,205	Ι	By 401(k) Plan (3)		

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

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number.

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)	4. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year) rivative curities quired) or sposed (D) str. 3,		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Common Stock Units	<u>(4)</u>				<u>(4)</u>	<u>(4)</u>	Common Stock	<u>(4)</u>	

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
King Darren J ONE M&T PLAZA BUFFALO, NY 14203			Executive Vice President				
Signatures							
By: Andrea R. Kozlowski, Esq (Attorney-In-Fact)			04/12/2011				
**Signature of Reporting Pe	rson		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).
- The reported transaction involves an award of fully vested restricted stock issued under the M&T Bank Corporation 2009 Equity
 (1) Incentive Compensation Plan. The stock represents a portion of the reporting person's salary and may be subject to restrictions on transfer. For more information, please see the Current Report on Form 8-K filed by M&T Bank Corporation on January 25, 2011.
- (2) The restricted stock was granted under an equity incentive compensation plan maintained by M&T Bank Corporation, and therefore the reporting person paid no price for the restricted stock.
- (3) The information presented is as March 31, 2011.
- (4) 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

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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. 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.