

SADLER ROBERT E JR  
Form 5  
February 16, 2010

# FORM 5

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

OMB APPROVAL

OMB Number: 3235-0362  
Expires: January 31, 2005  
Estimated average burden hours per response... 1.0

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Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

1. Name and Address of Reporting Person \*  
SADLER ROBERT E JR  
  
(Last) (First) (Middle)

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Vice Chairman

ONE M&T PLAZA  
  
(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
12/31/2009

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting (check applicable line)

BUFFALO, NY 14203-2399

Form Filed by One Reporting Person  
 Form Filed by More than One Reporting Person

(City) (State) (Zip)

**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) | (A) or (D) | Price         | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|---------------|--|--|-----------------------------------|
| Common Stock                    | 07/23/2008                           | ^  | G5                             | 220   | D          | \$ (1) 67,751 | D  | ^  |                                   |
| Common Stock                    | 12/14/2009                           | ^  | G                              | 640   | D          | \$ (1) 67,111 | D  | ^  |                                   |
| Common Stock                    | ^                                    | ^  | ^                              | ^   | ^          | ^             | 7,023  | I  | See footnote (2)                  |
| Common Stock                    | ^                                    | ^  | ^                              | ^   | ^          | ^             | 2,099  | I  | By GRAT #3 (3)                    |
|                                 | ^                                    | ^  | ^                              | ^   | ^          | ^             | 100,000  | I  |                                   |

|              |   |   |   |   |   |   |        |   |  |                             |
|--------------|---|---|---|---|---|---|--------|---|--|-----------------------------|
| Common Stock |   |   |   |   |   |   |        |   |  | By GRAT #4 <sup>(4)</sup>   |
| Common Stock | Â | Â | Â | Â | Â | Â | 10,284 | I |  | 401 (k) Plan <sup>(5)</sup> |

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

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SEC 2270 (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 or Deriv. Secur. (Instr. 3) |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------------------------------|----------------------------|
|  |  |                                      |  |                                |   | Date Exercisable   | Expiration Date   | Title                                | Amount or Number of Shares |
|  |  |                                      |  |                                |   | (A)  | (D)   |                                      |                            |
| Phantom Common Stock Units                 | Â  | Â                                    | Â  | Â                              | Â Â   | Â <sup>(6)</sup>   | Â <sup>(6)</sup>  | Common Stock                         | Â                          |

### Reporting Owners

| Reporting Owner Name / Address                                | Relationships |           |         |               |
|---|---------------|-----------|---------|---------------|
|   | Director      | 10% Owner | Officer | Other         |
| SADLER ROBERT E JR<br>ONE M&T PLAZA<br>BUFFALO, NY 14203-2399 | Â X           | Â         | Â       | Vice Chairman |

### Signatures

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

02/16/2010

\*\*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)

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The reported transaction involved a transfer of securities by gift for which no payment of consideration was received by the reporting person.

- (2) The indicated shares are held by the Sadler Family Foundation, a charitable trust in which the reporting person has no pecuniary interest. The reporting person is a trustee of the Sadler Family Foundation and holds voting and dispositive power over the shares held by it.

- (3) The indicated shares are held by a Grantor Retained Annuity Trust ("GRAT #3") of which the reporting person is trustee and of which the reporting person and his descendants are beneficiaries. The reporting person continues to report beneficial ownership of all of the M&T Bank Corporation common stock held by the GRAT #3 but disclaims beneficial ownership except to the extent of his pecuniary interest therein.

- (4) The indicated shares are held by a Grantor Retained Annuity Trust ("GRAT #4") of which the reporting person is trustee and of which the reporting person and his descendants are beneficiaries. The reporting person continues to report beneficial ownership of all of the M&T Bank Corporation common stock held by the GRAT #4 but disclaims beneficial ownership except to the extent of his pecuniary interest therein.

- (5) The information presented is as of December 31, 2009.

- (6) 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.

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