

SADLER ROBERT E JR
 Form 4
 May 06, 2008

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 SADLER ROBERT E JR

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 ONE M&T PLAZA
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 05/02/2008

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

BUFFALO, NY 14203-2399

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount		
Common Stock	05/05/2008		S		100	D	\$ 93.76 185,000
Common Stock	05/05/2008		S		200	D	\$ 93.78 184,800
Common Stock	05/05/2008		S		2,100	D	\$ 94.23 182,700
Common Stock	05/05/2008		S		100	D	\$ 94.24 182,600
Common Stock	05/05/2008		S		100	D	\$ 94.25 182,500

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Common Stock	05/05/2008	S	100	D	\$ 94.26	182,400	D	
Common Stock	05/05/2008	S	900	D	\$ 94.27	181,500	D	
Common Stock	05/05/2008	S	200	D	\$ 94.28	181,300	D	
Common Stock	05/05/2008	S	100	D	\$ 94.29	181,200	D	
Common Stock	05/05/2008	S	200	D	\$ 94.32	181,000	D	
Common Stock	05/05/2008	S	200	D	\$ 94.33	180,800	D	
Common Stock	05/05/2008	S	200	D	\$ 94.34	180,600	D	
Common Stock	05/05/2008	S	2,000	D	\$ 94.35	178,600	D	
Common Stock	05/05/2008	S	2,200	D	\$ 94.356	176,400	D	
Common Stock	05/05/2008	S	190	D	\$ 94.36	176,210	D	
Common Stock	05/05/2008	S	1,400	D	\$ 94.37	174,810	D	
Common Stock	05/05/2008	S	210	D	\$ 94.38	174,600	D	
Common Stock	05/05/2008	S	2,200	D	\$ 94.39	172,400	D	
Common Stock	05/05/2008	S	100	D	\$ 94.4	172,300	D	
Common Stock	05/05/2008	S	2,500	D	\$ 94.44	169,800	D	
Common Stock						17,623	I	See footnote <u>(1)</u>
Common Stock						81,000	I	By GRAT #2 <u>(2)</u>
Common Stock	05/05/2008	S	10,637.8452	D	\$ 94.004	9,488.5497	I	401 (k) Plan <u>(3)</u>

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

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(9-02)

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)

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 of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

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

Signatures

By: Brian R. Yoshida, Esq.
(Attorney-In-Fact) 05/06/2008

**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 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.
 - (2) The indicated shares are held by a Grantor Retained Annuity Trust ("GRAT #2") 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 #2 but disclaims beneficial ownership except to the extent of his pecuniary interest therein.
 - (3) The information reported is as of May 5, 2008.

Remarks:

This is the second of two Form 4 filings by the reporting person to report the reporting person's transactions that occurred on M
Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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