

GEISEL GARY N
Form 3
May 29, 2009

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | | 2. Date of Event Requiring Statement | | 3. Issuer Name and Ticker or Trading Symbol | |
| Â GEISEL GARY N | | | (Month/Day/Year) | | M&T BANK CORP [MTB] | |
| (Last) | (First) | (Middle) | 05/23/2009 | | 4. Relationship of Reporting Person(s) to Issuer | |
| 910 SOUTH RIVER LANDING ROAD | | | | | 5. If Amendment, Date Original Filed(Month/Day/Year) | |
| (Street) | | | | | (Check all applicable) | |
| EDGEWATER, Â MD Â 21037 | | | | | <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) | |
| (City) | (State) | (Zip) | | | 6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|-------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| Common Stock | 16,325 ⁽¹⁾ | D | Â |
| Common Stock | 2,428 ⁽¹⁾ | I | 401 (k) Plan ⁽²⁾ |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of | 5. Ownership Form of Derivative | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--------------------------------------------|----------------------------------------------------------|-----------------------------------------------------------------------------|------------------------------------|---------------------------------|-------------------------------------------------------|
|--------------------------------------------|----------------------------------------------------------|-----------------------------------------------------------------------------|------------------------------------|---------------------------------|-------------------------------------------------------|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Derivative Security | Security: Direct (D) or Indirect (I) (Instr. 5) | |
|-----------------------|------------------|-----------------|--------------|----------------------------|---------------------|-------------------------------------------------|---|
| Option (Right to Buy) | Â (3) | 10/20/2009 | Common Stock | 3,014 (4) | \$ 105.99 | D | Â |
| Option (Right to Buy) | Â (3) | 12/20/2010 | Common Stock | 3,604 (4) | \$ 107.85 | D | Â |
| Option (Right to Buy) | Â (3) | 03/21/2011 | Common Stock | 9,010 (4) | \$ 121.6 | D | Â |
| Option (Right to Buy) | Â (3) | 01/16/2012 | Common Stock | 2,574 (4) | \$ 143.8 | D | Â |
| Option (Right to Buy) | Â (3) | 02/16/2013 | Common Stock | 3,432 (4) | \$ 196.13 | D | Â |
| Option (Right to Buy) | Â (3) | 04/16/2013 | Common Stock | 4,290 (4) | \$ 139.09 | D | Â |
| Option (Right to Buy) | Â (3) | 02/15/2014 | Common Stock | 3,538 (4) | \$ 209.76 | D | Â |
| Option (Right to Buy) | Â (3) | 02/18/2014 | Common Stock | 6,865 (4) | \$ 187.73 | D | Â |
| Option (Right to Buy) | Â (3) | 02/21/2015 | Common Stock | 6,235 (4) | \$ 208.01 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|----------------------------------------------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| GEISEL GARY N 910 SOUTH RIVER LANDING ROAD EDGEWATER, MD 21037 | Â X | Â | Â | Â |

Signatures

By: Brian R. Yoshida, Esq.
(Attorney-In-Fact) 05/29/2009

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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).

Acquired pursuant to the Agreement and Plan of Merger (the "Merger Agreement") among M&T Bank Corporation ("M&T"), First Empire State Holding Company, a wholly owned subsidiary of M&T ("First Empire"), and Provident Bankshares Corporation (1) ("Provident") pursuant to which the reporting person, as a shareholder of Provident, received the right to acquire 0.171625 of a share of M&T common stock for each share of Provident common stock held by the reporting person at the time of the consummation of the merger of Provident with and into First Empire on May 23, 2009.

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- (2) The information presented is as of May 23, 2009.
- (3) Currently exercisable
- (4) Under the terms of the Merger Agreement, the outstanding and unexercised stock options to acquire Provident common stock were converted into stock options to acquire M&T common stock adjusted to reflect the exchange ratio applicable to Provident common stock.

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.