

PEARSON KEVIN J
Form 4
February 04, 2013

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
PEARSON KEVIN J

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)
350 PARK AVENUE, 6TH FLOOR

3. Date of Earliest Transaction (Month/Day/Year)
01/31/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

Executive Vice President

(Street)
NEW YORK, NY 10022

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 | (A) or (D) | Price | | | |
| Common Stock | 01/31/2013 | | A ⁽¹⁾ | | 8,862 ⁽²⁾ | A ⁽¹⁾ | \$ 0 ⁽³⁾ | 42,476.68 | D | |
| Common Stock | 01/31/2013 | | A ⁽¹⁾ | | 3,555 ⁽⁴⁾ | A ⁽¹⁾ | \$ 0 ⁽³⁾ | 46,031.68 | D | |
| Common Stock | 01/31/2013 | | F ⁽⁵⁾ | | 974 | D | \$ 102.69 | 45,057.68 | D | |
| Common Stock | | | | | | | | 2,434 | I | By 401(k) Plan ⁽⁶⁾ |

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

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(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 of Derivative Security (Instr. 5) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V | (A) | (D) |
| Phantom Common Stock Units | (7) | | | | | (7) | (7) | Common Stock | (7) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| PEARSON KEVIN J 350 PARK AVENUE 6TH FLOOR NEW YORK, NY 10022 | | | Executive Vice President | |

Signatures

By: Brian R. Yoshida, Esq.
(Attorney-In-Fact) 02/04/2013

**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).

The reported transaction involves an award of restricted stock units under the M&T Bank Corporation 2009 Equity Incentive

(1) Compensation Plan. Each restricted stock unit represents a contingent right to receive one share of M&T Bank Corporation common stock upon vesting.

(2)

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The restricted stock unit award includes a total of 8,862 shares. 886 shares of the restricted stock unit award will vest on January 31, 2014; an additional 1,772 shares will vest on January 30, 2015; an additional 2,659 shares will vest on January 29, 2016; and the remaining 3,545 shares will vest on January 31, 2017.

- (3) The restricted stock units were 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 units.

The restricted stock unit award includes a total of 3,555 shares. 1,066 shares of the restricted stock unit award will vest on January 30, 2015; an additional 1,067 shares will vest on January 29, 2016; and the remaining 1,422 shares will vest on January 31, 2017. This

- (4) restricted stock unit award is intended to meet the requirements of the TARP Interim Final Rule's definition of "long-term restricted stock" as the award relates to the reporting person's performance during the period of time in 2012 that M&T continued to have an outstanding TARP obligation.

- (5) Shares withheld for taxes upon the vesting of restricted stock previously granted to the reporting person.

- (6) The information presented is as of December 31, 2012.

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 and distributed 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.

- (7)

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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