

SADLER ROBERT E JR  
 Form 4/A  
 October 29, 2004

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

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 \*  
**SADLER ROBERT E JR**

(Last) (First) (Middle)

ONE M&T PLAZA

(Street)

BUFFALO, NY 14203-2399

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
 (Month/Day/Year)  
**07/26/2004**

4. If Amendment, Date Original Filed(Month/Day/Year)  
**07/28/2004**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**Executive Vice President**

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**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 or Price   |  |   |
| Common Stock                    | 07/26/2004                           |  | M                              |   | 70,000 A \$ 29  | 426,345  | D   |
| Common Stock                    | 07/26/2004                           |  | F                              |   | 37,657 D \$ 93.27   | 388,688  | D   |
| Common Stock                    | 07/27/2004                           |  | S                              |   | 19,800 D \$ 93.3  | 368,888  | D   |
| Common Stock                    | 07/27/2004                           |  | S                              |   | 4,800 D \$ 93.4   | 364,088  | D   |
| Common Stock                    | 07/27/2004                           |  | S                              |   | 400 D \$ 93.43  | 363,688  | D   |

Edgar Filing: SADLER ROBERT E JR - Form 4/A

|              |            |   |       |   |          |         |   |                             |
|--------------|------------|---|-------|---|----------|---------|---|-----------------------------|
| Common Stock | 07/28/2004 | S | 1,972 | D | \$ 92.72 | 361,716 | D |                             |
| Common Stock | 07/28/2004 | S | 900   | D | \$ 92.75 | 360,816 | D |                             |
| Common Stock | 07/28/2004 | S | 100   | D | \$ 92.77 | 360,716 | D |                             |
| Common Stock | 07/28/2004 | S | 1,000 | D | \$ 92.95 | 359,716 | D |                             |
| Common Stock | 07/28/2004 | S | 1,000 | D | \$ 93.48 | 358,716 | D |                             |
| Common Stock |            |   |       |   |          | 18,537  | I | 401 (k) Plan <sup>(1)</sup> |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(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) | Amount or Number of Shares |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                      | Amount or Number of Shares |
| Phantom Common Stock Units                 | <sup>(2)</sup>   |                                      |  |                                |   | <sup>(2)</sup>   | <sup>(2)</sup>  | Common Stock               | <sup>(2)</sup>             |
| Option (right to buy)                      | \$ 29  | 07/26/2004                           |  | M                              | 70,000  | <sup>(3)</sup>   | 01/21/2007  | Common Stock               | 70,000                     |

## 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

Executive Vice President

## Signatures

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

10/29/2004

\_\_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 information reported is as of March 31, 2004.

The reported phantom common stock units are held by the reporting person in an excess benefit plan account maintained by M&T Bank

(2) 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 a 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.

(3) Currently exercisable.

(4) The option was granted under an employee stock option plan maintained by M&T Bank Corporation, and therefore the reporting person paid no price for the option.

### Remarks:

This amended filing is being made to correct a clerical error that overstated the amount of securities beneficially owned.

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.