

KUGLER ADAM C  
 Form 4  
 March 01, 2006

**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 \*  
**KUGLER ADAM C**

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**  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**02/27/2006**

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Ex. VP & Treasurer

**NEW YORK, NY 10022-6022**

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	02/27/2006		M		16,000	A	\$ 42	47,070	D	
Common Stock	02/27/2006		M		9,740	A	\$ 44.2063	56,810	D	
Common Stock	02/27/2006		M		31,883	A	\$ 65.8	88,693	D	
Common Stock	02/27/2006		M		8,117	A	\$ 68.31	96,810	D	
Common Stock	02/27/2006		F		1,761	D	\$ 113.5	95,049	D	

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Common Stock	02/27/2006	S	31,100	D	\$ 113.5	63,949	D	
Common Stock	02/27/2006	S	800	D	\$ 113.51	63,149	D	
Common Stock	02/27/2006	S	100	D	\$ 113.53	63,049	D	
Common Stock	02/28/2006	S	29,840	D	\$ 112.4	33,209	D	
Common Stock						1,000	I	See footnote <u>(1)</u>
Common Stock						1,000	I	See footnote <u>(1)</u>
Common Stock						1,000	I	See footnote <u>(1)</u>
Common Stock						620	I	See footnote <u>(2)</u>

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.**

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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. Amount or Number of Shares
Option (right to buy)	\$ 42	02/27/2006		M	16,000	<u>(3)</u> 01/18/2010	Common Stock	16,000
Option (right to buy)	\$ 44.2063	02/27/2006		M	9,740	<u>(3)</u> 01/20/2008	Common Stock	9,740

buy)									
Option (right to buy)	\$ 65.8	02/27/2006	M	31,883	<u>(3)</u>	01/16/2011	Common Stock	31,883	
Option (right to buy)	\$ 68.31	02/27/2006	M	8,117	<u>(3)</u>	02/20/2011	Common Stock	8,117	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KUGLER ADAM C 350 PARK AVENUE NEW YORK, NY 10022-6022			Ex. VP & Treasurer	

## Signatures

By: Brian R. Yoshida, Esq.  
(Attorney-In-Fact) 03/01/2006

\*\*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) These shares are held in trust for the benefit of a child of the reporting person. The reporting person's spouse is a trustee of the trust.
- (2) These shares are owned by a child of the reporting person under the Uniform Transfers to Minors Act for which the reporting person is custodian.
- (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.

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.