

ZACHAU JOHN H JR

Form 4

January 18, 2005

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
ZACHAU JOHN H JR

(Last) (First) (Middle)

ONE FOUNTAIN PLAZA

(Street)

BUFFALO, NY 14203-1495

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
11/30/2004

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Sr. VP & Auditor

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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	(A) or (D)	Price		
Common Stock	01/13/2005		M		4,320	A	\$ 14	32,320	D
Common Stock	01/13/2005		F		600	D	\$ 100.77	31,720	D
Common Stock	01/13/2005		M		6,180	A	\$ 21.1	37,900	D
Common Stock	01/13/2005		F		1,294	D	\$ 100.77	36,606	D
Common Stock	01/14/2005		M		1,680	A	\$ 14	38,286	D

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Common Stock	01/14/2005	M	3,820	A	\$ 21.1	42,106	D	
Common Stock	01/14/2005	S	5,050	D	\$ 100.35	37,056	D	
Common Stock	01/14/2005	S	450	D	\$ 100.67	36,606	D	
Common Stock						40	I	By Son <u>(1)</u>
Common Stock						40	I	By Son <u>(2)</u>
Common Stock						6,000	I	By Wife
Common Stock	11/30/2004	S	15,321.4065	D	\$ 104.763	3,915	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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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)		8. I. Derivative Securities (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (right to buy)	\$ 14	01/13/2005		M		4,320		<u>(4)</u>	01/17/2005	Common Stock	4,320
Option (right to buy)	\$ 21.1	01/13/2005		M		6,180		<u>(4)</u>	01/16/2006	Common Stock	6,180
Option (right to buy)	\$ 14	01/14/2005		M		1,680		<u>(4)</u>	01/17/2005	Common Stock	1,680

Option (right to buy)	\$ 21.1	01/14/2005	M	3,820	<u>(4)</u>	01/16/2006	Common Stock	3,820
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ZACHAU JOHN H JR ONE FOUNTAIN PLAZA BUFFALO, NY 14203-1495			Sr. VP & Auditor	

Signatures

John H. Zachau,
Jr. 01/18/2005

__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 owned by the son of the reporting person under the Uniform Transfers to Minors Act for which the reporting person is custodian.
- (2) These shares are owned by the son of the reporting person under the Uniform Transfers to Minors Act for which the reporting person is custodian.
- (3) The information presented is as of December 31, 2004.
- (4) Currently exercisable.
- (5) 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.
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