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VUCLED ADAMO

Form 4	AM C											
January 19, 200	06											
FORM	4 UNITED S ⁷		RITIES AND EX(shington, D.C. 20		COMMISSION		9PROVAL 3235-0287					
Check this b if no longer subject to Section 16.	ox STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES						January 31, 2005 average ırs per					
Form 4 or Form 5 obligations may continu <i>See</i> Instructi 1(b).												
(Print or Type Res	ponses)											
1. Name and Add KUGLER AD	ress of Reporting Pe AM C	Symbol	-			5. Relationship of Reporting Person(s) to Issuer						
(Last)	(First) (Mi		M&T BANK CORP [MTB] (Chec 3. Date of Earliest Transaction			ck all applicable)						
350 PARK AV	/ENUE		(Month/Day/Year) 01/17/2006			Director 10% Owner X Officer (give title Other (specify below) below) Ex. VP & Treasurer						
NEW YORK	(Street) NY 10022-6022	Filed(Mo	4. If Amendment, Date Original Filed(Month/Day/Year)			 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 						
(City)		7:)	a I. Non Dorivotivo	Securities As	Person	f on Donoficio	lle: Owned					
1.Title of	2. Transaction Date	1 au	le I - Non-Derivative 3. 4. Secur TransactionAcquire Code Dispose (Instr. 8) (Instr. 3. Code V Amount	ities d (A) or d of (D) , 4 and 5) (A) or	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership	-					
Common Stock				(_)	31,070	D						
Common Stock					1,000	I	See footnote (1)					
Common Stock					1,000	I	See footnote (1)					
Common Stock					1,000	I	See footnote (1)					
Common Stock					620	I	See footnote (2)					

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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.

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

1. Title of2.3. Transaction Date3A. Deemed4.5. Number of6. Date Exercisable and7. Title	and Amount of 8
Derivative Conversion (Month/Day/Year) Execution Date, if TransactionDerivative Expiration Date Underly	ing Securities I
Security or Exercise any Code Securities (Month/Day/Year) (Instr. 3	and 4) 5
(Instr. 3) Price of (Month/Day/Year) (Instr. 8) Acquired (A)	(
Derivative or Disposed of	
Security (D)	
(Instr. 3, 4,	
and 5)	
	Amount
Date Expiration Title	or
Exercisable Date	Number
Code V (A) (D)	of Shares
Ontion	
Option (1) 01/17/2006 Comm	ion et eas
(right to \$108.93 01/17/2006 A 24,200 $\frac{(3)}{(3)}$ 01/17/2016 $\frac{(3)}{5}$ Store	24 200
buy)	Λ

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)		0	1/19/2006			

<u>*</u>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.

The option granted includes a total of 24,200 shares. 2,420 of the covered shares are exercisable on or after January 17, 2007; an additional 4,840 of the covered shares are exercisable on or after January 17, 2008; an additional 7,260 of the covered shares are exercisable on or after January 17, 2009; and the remaining 9,680 covered shares are exercisable on or after January 17, 2010.

(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.

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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

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