

ZACHAU JOHN H JR
 Form 4
 January 18, 2005

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 *
 ZACHAU JOHN H JR

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)
 ONE FOUNTAIN PLAZA

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

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Sr. VP & Auditor

(Street)
 BUFFALO, NY 14203-1495

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

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
Common Stock	01/13/2005		F		600	D	\$ 100.77
Common Stock	01/13/2005		M		6,180	A	\$ 21.1
Common Stock	01/13/2005		F		1,294	D	\$ 100.77
Common Stock	01/14/2005		M		1,680	A	\$ 14

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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 ⁽¹⁾
Common Stock							40	I	By Son ⁽²⁾
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 ⁽³⁾

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)	\$ 14	01/13/2005		M	4,320	⁽⁴⁾ 01/17/2005	Common Stock	4,320
Option (right to buy)	\$ 21.1	01/13/2005		M	6,180	⁽⁴⁾ 01/16/2006	Common Stock	6,180
Option (right to buy)	\$ 14	01/14/2005		M	1,680	⁽⁴⁾ 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
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<u> </u> Signature of Reporting Person	Date
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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. 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.