

M&T BANK CORP  
Form 8-K  
February 18, 2005

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported):

February 15, 2005

M&T Bank Corporation

(Exact name of registrant as specified in its charter)

New York

1-9861

16-0968385

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(I.R.S. Employer  
Identification No.)

One M&T Plaza, Buffalo, New York

14203

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

(716) 842-5446

Not Applicable

Former name or former address, if changed since last report

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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**Item 5.02. Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.**

(b) At a meeting of the Board of Directors of M&T Bank Corporation on February 15, 2005, Donald Devorris and James V. Glynn, each of whom are currently directors of M&T Bank Corporation and have attained 70 years of age since M&T Bank Corporation's 2004 Annual Meeting of Stockholders, elected to retire in accordance with the Board's policy establishing a retirement age of 70 years.

Accordingly, Messrs. Devorris and Glynn will not be standing for reelection as directors of M&T Bank Corporation at its 2005 Annual Meeting of Stockholders, which is presently scheduled for April 19, 2005, and Mr. Glynn will also retire as a member of the Audit Committee of the Board of Directors of M&T Bank Corporation on that date.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

*February 18, 2005*

M&T Bank Corporation

By: */s/ Michael P. Pinto*

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*Name: Michael P. Pinto*

*Title: Executive Vice President and Chief Financial Officer*