

# M&T BANK CORP

Reported by  
**JONES RENE F**

## FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 02/03/26 for the Period Ending 01/30/26

Address	C/O LEGAL ONE M&T PLAZA BUFFALO, NY, 14203
Telephone	7165593172
CIK	0000036270
Symbol	MTB
SIC Code	6022 - State Commercial Banks
Industry	Banks
Sector	Financials
Fiscal Year	12/31

# FORM 4

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

☒ Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL  
OMB Number: 3235-0287  
Estimated average burden  
hours per response... 0.5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or  
Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *			2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
JONES RENE F			M&T BANK CORP [ MTB ]			<input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>Chairman of the Board and CEO</b>		
(Last) (First) (Middle)			3. Date of Earliest Transaction (MM/DD/YYYY)					
ONE M&T PLAZA			1/30/2026					
(Street)			4. If Amendment, Date Original Filed (MM/DD/YYYY)			6. Individual or Joint/Group Filing (Check Applicable Line)		
BUFFALO, NY 14203-2399						<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	1/30/2026		A <sup>(1)</sup>		15,100	A <sup>(1)</sup>	\$0 <sup>(2)</sup>	115,129.79	D	
Common Stock	1/30/2026		F <sup>(2)</sup>		7,355	D	\$221.57	107,774.79	D	
Common Stock	2/2/2026		M		30,541	A	\$173.04	138,315.79	D <sup>(4)</sup>	
Common Stock	2/2/2026		M		8,390	A	\$156	146,705.79	D <sup>(4)</sup>	
Common Stock	2/2/2026		M		7,016	A	\$138.1	153,721.79	D <sup>(4)</sup>	
Common Stock	2/2/2026		F		40,093	D	\$221.57	113,628.79	D <sup>(4)</sup>	
Common Stock								1,067.2177	I	By Daughter #1
Common Stock								1,067.2177	I	By Daughter #2 <sup>(2)</sup>
Common Stock								6,074	I	By 401(k) Plan <sup>(9)</sup>

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Option (right to buy)	\$221.57	1/30/2026		A		11,375		<sup>(7)</sup>	1/30/2036	Common Stock	11,375	\$0 <sup>(8)</sup>	11,375	D	
Option (right to buy)	\$173.04	2/2/2026		M		30,541		<sup>(9)</sup>	2/5/2030	Common Stock	30,541	\$0 <sup>(8)</sup>	0	D	
Option (right to buy)	\$156	2/2/2026		M		8,390		<sup>(9)</sup>	1/31/2033	Common Stock	8,390	\$0 <sup>(8)</sup>	0	D	
Option (right to buy)	\$138.1	2/2/2026		M		7,016		<sup>(9)</sup>	1/31/2034	Common Stock	7,016	\$0 <sup>(8)</sup>	7,016	D	

#### Explanation of Responses:

(1) Shares issued pursuant to vesting of performance-based restricted stock units, which were granted to the reporting person on January 31, 2023, January 31,

2024 and January 31, 2025, under the M&T Bank Corporation 2019 Equity Incentive Compensation Plan (the " Equity Plan") and vested upon achievement of performance goals for the applicable performance periods.

- (2) The performance-based restricted stock units were granted under the Equity Plan, and therefore the reporting person paid no price for the performance-based restricted stock units.
- (3) Shares withheld for taxes upon the settlement in shares of performance-based restricted stock units previously granted to the reporting person.
- (4) The reported transaction occurred automatically pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on September 9, 2025.
- (5) These shares are owned by the daughter of the reporting person through a custodial account under the Uniform Gifts to Minors Act for which the reporting person is custodian.
- (6) The information presented is as of December 31, 2025.
- (7) The option vests ratably on the first, second and third anniversary of the grant date.
- (8) The option was granted under the Equity Plan, and therefore the reporting person paid no price for the option.
- (9) Currently exercisable.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JONES RENE F ONE M&T PLAZA BUFFALO, NY 14203-2399	X		Chairman of the Board and CEO	

Signatures

By: Stephen T. Wilson (Attorney-In-Fact)

2/3/2026

Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- \* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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.