

WHITFORD THOMAS K
Form 4
January 30, 2013

FORM 4

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

OMB APPROVAL

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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 *
WHITFORD THOMAS K

2. Issuer Name and Ticker or Trading Symbol
PNC FINANCIAL SERVICES GROUP, INC. [PNC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
ONE PNC PLAZA, 249 FIFTH AVENUE

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/28/2013

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

PITTSBURGH, PA 15222-2707

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

(City) (State) (Zip)

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		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)			
\$5 Par Common Stock	12/07/2012		G	V	10,000	D	\$ 0 28,981	D	
\$5 Par Common Stock	01/28/2013		A ⁽¹⁾		9,925	A	\$ 0 38,906	D	
\$5 Par Common Stock	01/28/2013		F ⁽²⁾		3,179	D	\$ 61.875 35,727 ⁽³⁾	D	
\$5 Par							11,306	I	401(k)

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performance payout for the performance period from April 1, 2010 to December 31, 2012 which resulted in the vesting of 9,925 shares of PNC common stock.

- (2) Shares have been withheld to cover the reporting person's tax liability in connection with the incentive performance unit opportunity granted on February 24, 2010 and awarded on January 28, 2013.
- (3) Includes an aggregate of 338 shares acquired by the reporting person through dividend reinvestment under the Issuer's Dividend Reinvestment and Stock Purchase Plan subsequent to the date of the reporting person's most recent filing on Form 4.

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