PNC FINANCIAL SERVICES GROUP, INC.

Form 4

February 11, 2014

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

**OMB APPROVAL** 

3235-0287

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940

See Instruction 1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person \* **ROHR JAMES E** 

(First)

(Street)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

PNC FINANCIAL SERVICES

(Check all applicable)

GROUP, INC. [PNC]

3. Date of Earliest Transaction

X\_ Director

10% Owner Other (specify

ONE PNC PLAZA, 249 FIFTH **AVENUE** 

02/07/2014

Officer (give title below)

(Middle)

4. If Amendment, Date Original Filed(Month/Day/Year)

(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

**PITTSBURGH, PA 15222-2707** 

(City)	(State)	(Zip) Tal	ble I - Non	-Derivativ	e Secı	ırities Acq	uired, Disposed	of, or Benefic	ially Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	otor Dispos (Instr. 3, 4	ed of (		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)
\$5 Par Common Stock	02/07/2014		A <u>(1)</u>	12,393	A	\$ 0	268,101	D	
\$5 Par Common Stock	02/07/2014		F(2)	5,712	D	\$ 80.185	262,389	D	
\$5 Par Common Stock	02/09/2014		A(3)	13,522	A	\$ 0	275,911	D	
\$5 Par	02/09/2014		F(4)	6,233	D	\$	269,678	D	

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Common Stock					79.995			
\$5 Par Common Stock	02/09/2014	A(5)	14,600	A	\$ 0	284,278	D	
\$5 Par Common Stock	02/09/2014	F(4)	6,730	D	\$ 79.995	277,548	D	
\$5 Par Common Stock						38,571 <u>(6)</u>	I	401(k) Plan
\$5 Par Common Stock						58,200	I	By Spouse/Trust
\$5 Par Common Stock						516	I	By Daughter
\$5 Par Common Stock						13,314	I	By Daughter's Irrevocable Trust
\$5 Par Common Stock						225,121	I	By Revocable Trust

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

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SEC 1474 (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. Transac Code (Instr. 8	5. tionNumber of Derivati Securitic Acquirec (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration D (Month/Day, we es d	6. Date Exercisable and Expiration Date (Month/Day/Year)		le and int of rlying ities 3 and 4)	8. Price of Derivative Security (Instr. 5)
				Code '	V (A) (D	) Date Exercisable	Expiration Date	Title	Amount or Number of	

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

Shares

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

ROHR JAMES E
ONE PNC PLAZA
249 FIFTH AVENUE
PITTSBURGH, PA 15222-2707

## **Signatures**

Christi Davis, Attorney-in-Fact for James E. Rohr

02/11/2014

\*\*Signature of Reporting Person

Date

## **Explanation of Responses:**

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

X

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

On February 7, 2014, 12,393 shares of PNC Common Stock vested following the approval of the Personnel and Compensation Committee of the PNC Board of Directors on January 28, 2014 of a payout of 125.00% based on performance against established criteria of previously granted performance based restricted share units to the reporting person. The grant was made on February 7, 2012 and was

- (1) expressed as a "target" number of share units, with payout contingent on PNC having achieved related performance criteria. The share units pay out, if at all, in shares of PNC Common Stock, with any accrued dividend equivalents being paid out in cash. Subject to the Committee's discretion, the target number of share units may be reduced (down to 75% of target) or increased (up to 125% of target), based on PNC's total shareholder return for the prior fiscal year.
- (2) Represents shares withheld to cover the reporting person's tax liability in connection with the performance based restricted share units awarded on February 7, 2014 and granted on February 7, 2012.

On February 9, 2014, 13,522 shares of PNC Common Stock vested following the approval of the Personnel and Compensation Committee of the PNC Board of Directors on January 28, 2014 of a payout of 125.00% based on performance against established criteria of previously granted performance based restricted share units to the reporting person. The grant was made on February 9, 2011 and was

- (3) expressed as a "target" number of share units, with payout contingent on PNC having achieved related performance criteria. The share units pay out, if at all, in shares of PNC Common Stock, with any accrued dividend equivalents being paid out in cash. Subject to the Committee's discretion, the target number of share units may be reduced (down to 75% of target) or increased (up to 125% of target), based on PNC's total shareholder return for the prior fiscal year.
- (4) Represents shares withheld to cover the reporting person's tax liability in connection with the performance based restricted share units awarded on February 9, 2014 and granted on February 9, 2011.

On February 9, 2014, 14,600 shares of PNC Common Stock vested following the approval of the Personnel and Compensation Committee of the PNC Board of Directors on January 28, 2014 of a payout of 125.00% based on performance against established criteria of previously granted performance based restricted share units to the reporting person. The grant was made on February 9, 2011 and was

(5) expressed as a "target" number of share units, with payout contingent on PNC having achieved related performance criteria. The share units pay out, if at all, in shares of PNC Common Stock, with any accrued dividend equivalents being paid out in cash. Subject to the Committee's discretion, the target number of share units may be reduced (down to 75% of target) or increased (up to 125% of target), based on PNC's total shareholder return for the prior fiscal year.

The amount of securities beneficially owned represents the number of shares of common stock indirectly held for the account of the reporting person under The PNC Financial Services Group, Inc. ("PNC") Incentive Savings Plan (the "ISP"). Shares of PNC common stock are not directly allocated to ISP participants, but instead are held in a unitized fund, approximately 98% of which consists of PNC common stock, and the remainder of which is invested in a money market fund. The amount of securities beneficially owned reflects 212

common stock, and the remainder of which is invested in a money market fund. The amount of securities beneficially owned reflects 212 shares indirectly acquired for the account of the reporting person under the ISP in transactions exempt from reporting under Rule 16a-3(f)(1)(i)(B) that occurred subsequent to the date of the reporting person's most recent filing on Form 4 providing Table I information. The percentage of assets in the unitized fund investment option that are deemed to be invested in PNC common stock may vary from time to time.

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#### **Remarks:**

See attached footnotes page.

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