Edgar Filing: PNC FINANCIAL SERVICES GROUP, INC. - Form 4

PNC FINANCIAL SERVICES GROUP, INC.

Form 4

January 30, 2014

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

Expires:

3235-0287 Number: January 31,

OMB APPROVAL

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Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person ** DEMCHAK WILLIAM S	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
	PNC FINANCIAL SERVICES GROUP, INC. [PNC]	(Check all applicable)			
(Last) (First) (Middle)	3. Date of Earliest Transaction (Month/Day/Year)	Director 10% OwnerX_ Officer (give title Other (specify			
ONE PNC PLAZA, 249 FIFTH AVENUE	01/28/2014	below) below) President/CEO			
(Street)	4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
PITTSBURGH, PA 15222-2707	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City) (State) (Zip)		· ID· Ic D @·IIO			

(City)	(State)	(Zip) Tabl	e I - Non-I	Derivative	Securi	ities Acqu	uired, Disposed of	f, or Beneficial	ly 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)	4. Securit on(A) or Di (Instr. 3,	sposed 4 and 3 (A) or	of (D)	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	01/28/2014		A <u>(1)</u>	29,967	A	\$ 0	286,174	D	
\$5 Par Common Stock	01/28/2014		F(2)	14,429	D	\$ 81.14	271,745	D	
\$5 Par Common Stock							1,956 (3)	I	401(k) Plan

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. Transact Code (Instr. 8)	5. onNumber of Derivativ Securities Acquired		ate	Amou Under Secur	le and ant of rlying rities . 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo
	·				(A) or Disposed of (D) (Instr. 3, 4, and 5)						Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

DEMCHAK WILLIAM S ONE PNC PLAZA 249 FIFTH AVENUE PITTSBURGH, PA 15222-2707

President/CEO

Signatures

Christi Davis, Attorney-in-Fact for William S. Demchak

01/30/2014

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

On January 28, 2014, 29,967 shares of PNC common stock vested after the Personnel and Compensation Committee approved a payout of 90.81% based on performance against established criteria of previously granted incentive performance units to the reporting person.

- (1) The grant was made on February 9, 2011 and expressed as a target number of share units with an adjustment for phantom dividends over the January 1, 2011 to December 31, 2013 performance period. Subject to the Committee's discretion, the reporting person is eligible to receive shares of PNC common stock (if PNC meets specified performance criteria up to the target level) and/or cash (if the performance criteria exceeds the target level).
- (2) Represents shares withheld to cover the reporting person's tax liability in connection with the incentive performance unit opportunity awarded on January 28, 2014 and granted on February 9, 2011.

(3)

Reporting Owners 2

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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 11 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.

Remarks:

See attached footnotes page.

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.