PNC FINANCIAL SERVICES GROUP, INC.

Form 4

October 02, 2014

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

0.5

January 31, Expires: 2005

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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)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person * SHEPARD DONALD J

2. Issuer Name and Ticker or Trading

PNC FINANCIAL SERVICES

Symbol

Issuer

below)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

(Check all applicable)

ONE PNC PLAZA, 249 FIFTH

(First)

(Middle)

(Zip)

3. Date of Earliest Transaction

GROUP, INC. [PNC]

(Month/Day/Year) 09/30/2014

X_ Director 10% Owner Officer (give title Other (specify

5. Relationship of Reporting Person(s) to

AVENUE

(Street) 4. If Amendment, Date Original

Filed(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

(State)

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	(Instr. 3,	sposed 4 and 5 (A) or	l of (D) 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)	
			Code V	Amount	(D)	Price	(Instr. 3 and 4)		

\$5 Par

Common 09/30/2014 M 260 $$0^{(1)}$ 9,227 D A

Stock

\$5 Par Common D D D 09/30/2014 260 8,967

Stock

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

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SEC 1474 (9-02)

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number.

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. Transactic Code (Instr. 8)	Derivative		6. Date Exerci Expiration Dat (Month/Day/Y	e	7. Title and 2. Underlying S (Instr. 3 and	Securities	8
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock Unit	(1)	09/30/2014		M		260	09/30/2014	09/30/2014	\$5 Par Common Stock	260	
Phantom Stock Unit	(3)	10/01/2014		A	411		(3)	(3)	\$5 Par Common Stock	411	
Phantom Stock Unit	<u>(3)</u>						(3)	<u>(3)</u>	\$5 Par Common Stock	15,483	

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
SHEPARD DONALD J ONE PNC PLAZA 249 FIFTH AVENUE PITTSBURGH, PA 15222-2707	X					

Signatures

Christi Davis Attorney-in-Fact for Donald J.
Shepard
10/02/2014

**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).
- One phantom stock unit was the economic equivalent of one share of The PNC Financial Services Group, Inc. ("PNC") Common Stock. The units were settled in cash and distributed to the reporting person on the transaction date.

(2)

Reporting Owners 2

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Includes an aggregate of 19 Phantom Stock Units acquired by the reporting person as dividend equivalents under the PNC Deferred Compensation Plan subsequent to the date of the reporting person's most recent filing on Form 4.

- One phantom stock unit is the economic equivalent of one share of The PNC Financial Services Group, Inc. ("PNC") Common Stock. Phantom stock units will be settled in cash upon distribution to the reporting person and generally do not expire.
- (4) Includes an aggregate of 74 Phantom Stock Units acquired by the reporting person as dividend equivalents under the PNC Deferred Compensation Plan subsequent to the date of the reporting person's most recent filing on Form 4.
- (5) Includes an aggregate of 90 Phantom Stock Units acquired by the reporting person as dividend equivalents under the PNC Outside Directors Deferred Stock Unit Plan subsequent to the date of the reporting person's most recent filing on Form 4.

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.