

WEHMEIER HELGE H

Form 4

March 19, 2012

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

**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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
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(Print or Type Responses)

1. Name and Address of Reporting Person *
WEHMEIER HELGE H

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**

3. Date of Earliest Transaction
(Month/Day/Year)
03/15/2012

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

(Street)
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 (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 Ownership Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
\$5 Par Common Stock	03/15/2012		M		4,000	A \$ 56.96 25,333	D
\$5 Par Common Stock	03/15/2012		M		2,000	A \$ 43.635 27,333	D
\$5 Par Common Stock	03/15/2012		M		2,000	A \$ 53.02 29,333	D
\$5 Par	03/15/2012		M		2,000	A \$ 52.64 31,333	D

Common
Stock

\$5 Par

Common 03/15/2012
Stock

S

10,000

D

\$ 62.85
(1)

21,333 (2)

D

\$5 Par

Common
Stock

2,909 (3)

I

Money
Purchase
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. Transaction 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 (Month/Day/Year)	7. Title and Amount Underlying Security (Instr. 3 and 4)	Amount or Number of Shares
Non-Employee Director Non-Statutory Stock Option	\$ 56.96	03/15/2012		M	4,000	04/23/2003 04/23/2012	\$5 Par Common Stock	4,000
Non-Employee Director Non-Statutory Stock Option	\$ 43.635	03/15/2012		M	2,000	04/22/2004 04/22/2013	\$5 Par Common Stock	2,000
Non-Employee Director Non-Statutory Stock Option	\$ 52.64	03/15/2012		M	2,000	04/26/2006 04/26/2015	\$5 Par Common Stock	2,000
Non-Employee Director Non-Statutory Stock Option	\$ 53.02	03/15/2012		M	2,000	04/27/2005 04/27/2014	\$5 Par Common Stock	2,000

Reporting Owners

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

Signatures

George P. Long, III Attorney-in-Fact for Helge H.
Wehmeier

03/19/2012

__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).

- Represents the weighted average price of shares sold in multiple transactions with prices ranging from \$62.79 to \$62.91. The reporting person undertakes to provide upon request by the staff of the Securities and Exchange Commission, full information regarding the number of shares sold at each separate price.
- (1) Includes an aggregate of 42 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.
 - (2) Includes an aggregate of 17 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.
 - (3)

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

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