

ROHR JAMES E
Form 4
May 08, 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 *
ROHR JAMES E

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)

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

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

ONE PNC PLAZA, 249 FIFTH AVENUE

05/06/2013

(Street)

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

PITTSBURGH, PA 15222-2707

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
\$5 Par Common Stock	05/06/2013		M		172,984	A	\$ 31.07
							405,892
\$5 Par Common Stock	05/06/2013		S		172,984	D	\$ 68.4061
							(1)
\$5 Par Common Stock	05/07/2013		M		148,275	A	\$ 31.07
							381,315
\$5 Par Common Stock	05/07/2013		S		148,275	D	\$ 233,040 (3)
							D

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Common Stock	68,6729 <u>(2)</u>			
\$5 Par Common Stock	37,978 ⁽⁴⁾	I	401(k) Plan	
\$5 Par Common Stock	3,555	I	By 2005 GRAT	
\$5 Par Common Stock	58,200	I	By Spouse/Trust	
\$5 Par Common Stock	516	I	By Daughter	
\$5 Par Common Stock	66,564	I	By Daughter's Irrevocable Trust	
\$5 Par Common Stock	251,121	I	By Revocable Trust	

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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 of Underlying Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	A
Employee Stock Option (Right-to-Buy)	\$ 31.07	05/06/2013		M	172,984	01/26/2012	02/12/2019	\$5 Par Common Stock	1
Employee Stock Option (Right-to-Buy)	\$ 31.07	05/07/2013		M	148,275	01/26/2012	02/12/2019	\$5 Par Common Stock	1

