

PNC FINANCIAL SERVICES GROUP, INC.

Form 4

March 17, 2015

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Esposito Orlando C.

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 AVE
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
03/13/2015

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
Executive Vice President

PITTSBURGH, PA 15222

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
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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
\$5 Par Common Stock	03/13/2015		M		4,000	A	\$ 57.21	15,056	D
\$5 Par Common Stock	03/13/2015		S		4,000	D	\$ 95.5739 ⁽¹⁾	11,056	D
\$5 Par Common Stock	03/13/2015		M		4,500	A	\$ 31.07	15,556	D
\$5 Par Common	03/13/2015		S		4,500	D	\$ 95.5739	11,056	D

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Stock		<u>(1)</u>						
\$5 Par Common Stock	03/13/2015	M	12,000	A	\$ 54.01	23,056	D	
\$5 Par Common Stock	03/13/2015	S	12,000	D	\$ <u>95.5739</u> <u>(1)</u>	11,056	D	
\$5 Par Common Stock	03/13/2015	M	16,000	A	\$ 64.21	27,056	D	
\$5 Par Common Stock	03/13/2015	S	16,000	D	\$ <u>95.5739</u> <u>(1)</u>	11,056	D	

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

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(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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right-to-Buy)	\$ 57.21	03/13/2015		M		4,000		01/22/2009	01/22/2018	\$5 Par Common Stock	4,000
Employee Stock Option (Right-to-Buy)	\$ 31.07	03/17/2015		M		4,500		02/12/2010	02/12/2019	\$5 Par Common Stock	4,500
Employee Stock Option (Right-to-Buy)	\$ 54.01	03/13/2015		M		12,000		01/25/2011	01/25/2020	\$5 Par Common Stock	12,000
Employee Stock Option (Right-to-Buy)	\$ 64.21	03/13/2015		M		16,000		02/09/2012	02/09/2021	\$5 Par Common Stock	16,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Esposito Orlando C. ONE PNC PLAZA 249 FIFTH AVE PITTSBURGH, PA 15222			Executive Vice President	

Signatures

Christi Davis, Attorney-in-Fact for Orlando C. Esposito	03/17/2015
**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 \$95.26 to \$95.85. The reporting
(1) 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.

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.
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