

PNC FINANCIAL SERVICES GROUP, INC.

Form 4

January 30, 2013

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Naqvi Saiyid T.

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)  
07/30/2012

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Executive Vice President

ONE PNC PLAZA, 249 FIFTH AVENUE

(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

(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)	
				(A) or (D)	Price			
				Code	V	Amount		
\$5 Par Common Stock	01/28/2013		A <sup>(1)</sup>	4,726	A	\$ 0	40,125	D
\$5 Par Common Stock	01/28/2013		F <sup>(2)</sup>	1,583	D	\$ 61.875	38,542	D
PNC Capital Trust E 7.75%	07/30/2012		J <sup>(3)</sup>	2,000	D	\$ 25	0	D

PNC Capital Trust E 7.75%	07/30/2012	J <sup>(3)</sup>	2,100	D	\$ 25	0	I	Sister's Account (Interested Party)
\$5 Par Common Stock						106 <sup>(4)</sup>	I	Sister's Account (Interested Party)
\$5 Par Common Stock						110 <sup>(5)</sup>	I	Cousin's Account (Interested Party)

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 of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
				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

Naqvi Saiyid T.  
ONE PNC PLAZA  
249 FIFTH AVENUE  
PITTSBURGH, PA 15222

Executive Vice President

## Signatures

George P. Long, III Attorney-in-Fact for Saiyid T.  
Naqvi

01/30/2013

\_\_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 February 24, 2010, the Personnel and Compensation Committee of the PNC Board of Directors granted an incentive performance unit opportunity to the reporting person. The grant was expressed as a "target" number of share units with an adjustment for phantom dividends over the April 1, 2010 to December 31, 2012 performance period. Subject to the Committee's discretion, the reporting person is

- (1) 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). On January 28, 2013 the Personnel and Compensation Committee approved the performance payout for the performance period from April 1, 2010 to December 31, 2012 which resulted in the vesting of 4,726 shares of PNC common stock.
- (2) Shares have been withheld to cover the reporting person's tax liability in connection with the incentive performance unit opportunity granted on February 24, 2010 and awarded on January 28, 2013.
- (3) The reported securities were called for redemption by the issuer at a price equal to their face value.
- (4) Includes an aggregate of 3 shares acquired by the reporting person through dividend reinvestment subsequent to the date of the reporting person's most recent filing on Form 4.
- (5) Includes an aggregate of 2 shares acquired by the reporting person through dividend reinvestment subsequent to the date of the reporting person's most recent filing on Form 4

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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