

Parsley E William III
Form 4
February 13, 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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Parsley E William III

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)
249 FIFTH AVENUE
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/09/2012

____ 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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
\$5 Par Common Stock	02/09/2012		A ⁽¹⁾		2,433	A	\$ 0
							42,396
\$5 Par Common Stock	02/09/2012		F ⁽²⁾		1,087	D	\$ 60.45
							41,309
\$5 Par Common Stock	02/09/2012		A ⁽³⁾		3,940	A	\$ 0
							45,249
\$5 Par Common	02/09/2012		F ⁽²⁾		1,759	D	\$ 60.45
							43,490

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equivalents being paid out in cash. Subject to the Committee's discretion, the target number of share units may be reduced (down to 75% of target) or increased (up to 125% of target), based on PNC's total shareholder return for the prior fiscal year. The reporting person received the target amount of units (including dividend equivalents), less a reduction of 3.06% based on the total shareholder return for PNC for the year ended December 31, 2011, which resulted in the vesting of 2433 shares of PNC common stock.

- (2) Shares have been withheld to cover the reporting person's tax liability in connection with the performance based restricted share units granted on February 9, 2011 and awarded on February 9, 2012.

On February 9, 2011, the Personnel and Compensation Committee of the PNC Board of Directors granted performance based restricted share units to the reporting person. The grant was expressed as a "target" number of share units, with payout contingent on PNC having achieved related performance criteria. The share units pay out, if at all, in shares of PNC common stock, with any accrued dividend

- (3) equivalents being paid out in cash. Subject to the Committee's discretion, the target number of share units may be reduced (down to 75% of target) or increased (up to 125% of target), based on PNC's total shareholder return for the prior fiscal year. The reporting person received the target amount of units (including dividend equivalents), less a reduction of 3.06% based on the total shareholder return for PNC for the year ended December 31, 2011, which resulted in the vesting of 3940 shares of PNC common stock.

The amount of securities beneficially owned represents the number of shares of common stock indirectly held for the account of the reporting person under The PNC Financial Services Group, Inc. ("PNC") Incentive Savings Plan (the "ISP"). Shares of PNC common stock are not directly allocated to ISP participants, but instead are held in a unitized fund, approximately 98% of which consists of PNC common stock, and the remainder of which is invested in a money market fund. The amount of securities beneficially owned reflects 7

(4) shares indirectly acquired for the account of the reporting person under the ISP in transactions exempt from reporting under Rule 16a-3(f)(1)(i)(B) that occurred subsequent to the date of the reporting person's most recent filing on Form 4 providing Table I information. The percentage of assets in the unitized fund investment option that are deemed to be invested in PNC common stock may vary from time to time.

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.