

PNC FINANCIAL SERVICES GROUP, INC.

Form 4

August 02, 2013

**FORM 4**

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

OMB APPROVAL

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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 \*  
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)  
07/31/2013

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

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 15222-2707

(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 Ownership (Instr. 4) |        |   |                                 |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|--------|---|---------------------------------|
|                                 |                                      |  |                                | Code V  | Amount  | (A) or (D)   | Price                                      |        |   |                                 |
| \$5 Par Common Stock            | 07/31/2013                           |  |                                | S   | 3,555   | D  | \$ 76.7976<br>(1)                          | 0      | I | By 2005 GRAT                    |
| \$5 Par Common Stock            | 07/31/2013                           |  |                                | S   | 32,636  | D  | \$ 76.7579<br>(2)                          | 33,928 | I | By Daughter's Irrevocable Trust |
| \$5 Par Common Stock            | 08/01/2013                           |  |                                | S   | 20,614  | D  | \$ 77.0145<br>(3)                          | 13,314 | I | By Daughter's Irrevocable Trust |

|                            |         |   |                          |
|----------------------------|---------|---|--------------------------|
| \$5 Par<br>Common<br>Stock | 37,920  | I | 401(k) Plan<br>(4)       |
| \$5 Par<br>Common<br>Stock | 233,040 | D |                          |
| \$5 Par<br>Common<br>Stock | 58,200  | I | By<br>Spouse/Trust       |
| \$5 Par<br>Common<br>Stock | 516     | I | By Daughter              |
| \$5 Par<br>Common<br>Stock | 251,121 | I | By<br>Revocable<br>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.**

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene<br>Own<br>Follo<br>Repo<br>Trans<br>(Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|--|
|   |  |   |   |                                      |  | Date<br>Exercisable  | Expiration<br>Date  | Title   | Amount<br>or<br>Number<br>of<br>Shares                                     |
|   |  |   |   |                                      |  | Code   | V (A) (D)   |   |  |

## Reporting Owners

| Reporting Owner Name / Address                    | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| ROHR JAMES E<br>ONE PNC PLAZA<br>249 FIFTH AVENUE | X             |           |         |       |

PITTSBURGH, PA 15222-2707

## Signatures

Christi Davis, Attorney-in-Fact for James E  
Rohr

08/02/2013

\_\_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).

(1) Represents the weighted average price of shares sold in multiple transactions with prices ranging from \$76.65 to \$76.89. 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.

(2) Represents the weighted average price of shares sold in multiple transactions with prices ranging from \$76.60 to \$76.89. 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.

(3) Represents the weighted average price of shares sold in multiple transactions with prices ranging from \$77.00 to \$77.055. 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.

(4) 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 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.