

ROHR JAMES E
Form 4
January 05, 2012

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)
ONE PNC PLAZA, 249 FIFTH AVENUE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/03/2012

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

PITTSBURGH, PA 15222-2707

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

(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)
				(A) or (D)	Price		
\$5 Par Common Stock	01/03/2012		M ⁽¹⁾	V	273,000	A	\$ 57.1 466,777 ⁽²⁾ D
\$5 Par Common Stock	01/03/2012		S ⁽¹⁾	V	273,000	D	\$ 59.25 193,777 D
\$5 Par Common Stock	06/02/2011		G	V	4,686	A	\$ 0 26,006 I

By
Daughter's
Irrevocable
Trust

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\$5 Par Common Stock	12/30/2011	G	V	40,558	A	\$ 0	66,564	I	By Daughter's Irrevocable Trust
\$5 Par Common Stock	06/02/2011	G	V	4,686	D	\$ 0	9,372	I	By 2009 GRAT
\$5 Par Common Stock	06/03/2011	G	V	4,686	D	\$ 0	4,686	I	By 2009 GRAT
\$5 Par Common Stock	06/06/2011	G	V	4,686	D	\$ 0	0	I	By 2009 GRAT
\$5 Par Common Stock	09/01/2011	G	V	121,674	D	\$ 0	242,509 ⁽³⁾	I	By Revocable Trust
\$5 Par Common Stock	09/01/2011	G	V	121,674	A	\$ 0	121,674	I	By 2011 Irrevocable Term Trust
\$5 Par Common Stock	12/30/2011	G	V	40,558	D	\$ 0	81,116	I	By 2011 Irrevocable Term Trust
\$5 Par Common Stock	12/30/2011	G	V	40,558	D	\$ 0	40,558	I	By 2011 Irrevocable Term Trust
\$5 Par Common Stock	12/30/2011	G	V	40,558	D	\$ 0	0	I	By 2011 Irrevocable Term Trust
\$5 Par Common Stock							36,681 ⁽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							8,612	I	By 2010 GRAT

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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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Employee Stock Option (Right-to-Buy)	\$ 57.1	01/03/2012		M ⁽¹⁾	273,000	01/03/2003	01/03/2012			\$5 Par Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROHR JAMES E ONE PNC PLAZA 249 FIFTH AVENUE PITTSBURGH, PA 15222-2707	X		Chairman and CEO	

Signatures

George P. Long, III as Attorney-in-Fact for James E. Rohr
Date: 01/05/2012

__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) Stock option exercise and sale of underlying shares effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on December 6, 2011.
- (2) Includes an aggregate of 1033 shares acquired by the reporting person through dividend reinvestment under the Issuer's Dividend Reinvestment and Stock Purchase Plan subsequent to the date of the reporting person's most recent filing on Form 4.
The amount of securities shown reflects a distribution, on June 2, 2011, of 19,967 shares from the reporting person's 2009 Grantor Retained Annuity Trust, and a distribution, on June 8, 2011, of 7,663 shares from the reporting person's 2010 Grantor Retained Annuity Trust, in each case to the reporting person's revocable trust, in transactions exempt from reporting pursuant to Rule 16b-13.
- (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

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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 678 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.