ROHR JAMES E Form 4

February 13, 2012

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or

Form 5 obligations may continue.

See Instruction

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

1(b).

(City)

(Print or Type Responses)

OMB APPROVAL

OMB Number:

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January 31, 2005

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response...

Form filed by More than One Reporting

0.5

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		, ,	3. Date of Earliest Transaction (Month/Day/Year) 02/09/2012	_X_ Director 10% Owner Selection Other (specify below) Chairman and CEO			
	(Street)		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			

PITTSBURGH, PA 15222-2707

(State)

(Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owner
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Person

` •	· /	` '' Iai	ne 1 - Non-	-Derivative	Secu	riues Acc	Juirea, Disposea	oi, or Benefi	ciany Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)	(111811.4)	
\$5 Par Common Stock	02/09/2012		A <u>(1)</u>	11,680	A	\$0	169,885	D	
\$5 Par Common Stock	02/09/2012		F(2)	4,597	D	\$ 60.45	165,288	D	
\$5 Par Common Stock	02/09/2012		A(3)	10,818	A	\$ 0	176,106	D	
\$5 Par	02/09/2012		F(2)	4,258	D	\$	171,848 <u>(4)</u>	D	

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Common Stock	60.45			
\$5 Par Common Stock		36,863 <u>(5)</u>	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		66,564	I	By Daughter's Irrevocable Trust
\$5 Par Common Stock		242,509	I	By Revocable Trust
\$5 Par Common Stock		8,612	I	By 2010 GRAT

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)

 $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

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. Transac Code (Instr. 8	5. tionNumber of Derivati Securiti Acquire (A) or Dispose of (D) (Instr. 3 4, and 5	(Month/Day. ve es d	ate	7. Titl Amou Under Securi (Instr.	nt of lying	8. Price of Derivative Security (Instr. 5)
				Code	V (A) (D) Date Exercisable	Expiration Date	Title	Amount or Number of	

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

Shares

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

ROHR JAMES E ONE PNC PLAZA 249 FIFTH AVENUE

X

Chairman and CEO

PITTSBURGH, PA 15222-2707

Signatures

George P. Long, III Attorney-in-Fact for James E. Rohr

02/13/2012

**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).

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

- (1) 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 11680 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 10818 shares of PNC common stock.
- (4) Includes an aggregate of 320 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 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 207 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.

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