PNC FINANCIAL SERVICES GROUP, INC.

Form 4 April 02, 2014

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

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if no longer subject to Section 16. Form 4 or Form 5

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obligations may continue. See Instruction

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).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * CHELLGREN PAUL W

(First)

(Middle)

2. Issuer Name and Ticker or Trading Symbol

Issuer

PNC FINANCIAL SERVICES

(Check all applicable)

GROUP, INC. [PNC]

3. Date of Earliest Transaction (Month/Day/Year) 03/31/2014

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

5. Relationship of Reporting Person(s) to

TOEBBEN EXECUTIVE CENTER, 541 BUTTERMILK PIKE, SUITE 207

(Street)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

CRESCENT SPRINGS, KY 41017

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 3. 2. Transaction Date 2A. Deemed 4. Securities 5. Amount of 6. Ownership 7. Nature of TransactionAcquired (A) or Form: Direct Indirect Security (Month/Day/Year) Execution Date, if Securities (Instr. 3) Code Disposed of (D) Beneficially (D) or Beneficial

(Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned Indirect (I) Following (Instr. 4) Reported (A) Transaction(s)

(Instr. 3 and 4) Code V Amount Price (D)

\$5 Par Common

03/31/2014 M 3,815 Α (1) 26,701 (2) D

\$5 Par

Stock

Common 03/31/2014 D 3,815 D \$ 87 22,886 D

Stock

\$5 Par Common 1,055 Ι By Spouse Stock

Ownership

(Instr. 4)

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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)	orDeriva Securi Acqui	ties red (A) posed of 3, 4,	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock Unit	<u>(1)</u>	03/31/2014		M		3,815	03/31/2014	03/31/2014	\$5 Par Common Stock	3,815
Phantom Stock Unit	<u>(4)</u>	04/01/2014		A	301		<u>(4)</u>	<u>(4)</u>	\$5 Par Common Stock	301
Phantom Stock Unit	<u>(4)</u>						<u>(4)</u>	<u>(4)</u>	\$5 Par Common Stock	24,513

Reporting Owners

Reporting Owner Name / Address	Relationships					
Reporting 6 wher runner, runners	Director	10% Owner	Officer	Other		
CHELLGREN PAUL W TOEBBEN EXECUTIVE CENTER 541 BUTTERMILK PIKE, SUITE 207 CRESCENT SPRINGS, KY 41017	X					

Signatures

Christi Davis, Attorney-in-Fact for Paul W.
Chellgren
04/02/2014

**Signature of Reporting Person

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).

Reporting Owners 2

Date

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- (1) One phantom stock unit was the economic equivalent of one share of The PNC Financial Services Group, Inc. ("PNC") Common Stock. The units were settled in cash and distributed to the reporting person on the transaction date.
- (2) Includes an aggregate of 118 shares acquired by the reporting person through dividend reinvestment under the Issuer's Dividend Reinvestment Plan subsequent to the date of the reporting person's most recent filing on Form 4.
- (3) Includes an aggregate of 195 Phantom Stock Units acquired by the reporting person as dividend equivalents under the PNC Deferred Compensation Plan subsequent to the date of the reporting person's most recent filing on Form 4.
- One phantom stock unit is the economic equivalent of one share of The PNC Financial Services Group, Inc. ("PNC") Common Stock. Phantom stock units will be settled in cash upon distribution to the reporting person and generally do not expire.
- (5) Includes an aggregate of 136 Phantom Stock Units acquired by the reporting person as dividend equivalents under the PNC Outside Directors Deferred Stock Unit Plan subsequent to the date of the reporting person's most recent filing on Form 4.

Remarks:

See attached footnotes page.

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.