

PNC FINANCIAL SERVICES GROUP, INC.  
 Form 4  
 January 17, 2014

**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**

3. Date of Earliest Transaction (Month/Day/Year)  
**01/02/2014**

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

(Street)  
**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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| \$5 Par Common Stock            |                                      |  |                                | (A) or (D)  | 233,040   | D  |   |
| \$5 Par Common Stock            |                                      |  |                                | (A) or (D)  | 38,359  | I  | 401(k) Plan   |
| \$5 Par Common Stock            |                                      |  |                                | (A) or (D)  | 58,200  | I  | By Spouse/Trust                                       |
| \$5 Par Common Stock            |                                      |  |                                | (A) or (D)  | 516   | I  | By Daughter   |

|                            |  |  |  |                        |   |  |                                       |
|----------------------------|--|--|--|------------------------|---|--|---------------------------------------|
| Common<br>Stock            |  |  |  |                        |   |  |                                       |
| \$5 Par<br>Common<br>Stock |  |  |  | 13,314                 | I |  | By Daughter's<br>Irrevocable<br>Trust |
| \$5 Par<br>Common<br>Stock |  |  |  | 225,121 <sup>(1)</sup> | I |  | By Revocable<br>Trust                 |

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<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 of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. Pr<br>Deri<br>Secu<br>(Inst |                                     |
|---|--|---|---|--------------------------------------|--|--|---|--------------------------------|-------------------------------------|
|   |  |   |   | Code                                 | V (A) (D)  | Date<br>Exercisable  | Expiration<br>Date  | Title                          | Amount<br>or<br>Number<br>of Shares |
| Phantom<br>Stock<br>Unit                            | <sup>(2)</sup>   | 01/02/2014                              |   | I                                    | 19,217   | <sup>(3)</sup>   | <sup>(3)</sup>  | \$5 Par<br>Common<br>Stock     | 19,217                              |
| Phantom<br>Stock<br>Unit                            | <sup>(4)</sup>   |   |   |                                      |  | <sup>(4)</sup>   | <sup>(4)</sup>  | \$5 Par<br>Common<br>Stock     | 70,214                              |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| ROHR JAMES E<br>ONE PNC PLAZA<br>249 FIFTH AVENUE<br>PITTSBURGH, PA 15222-2707 | X             |           |         |       |

## Signatures

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

01/17/2014

\_\_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) Balance includes a gift of 26,000 shares by the reporting person subsequent to the date of the reporting person's most recent filing on Form 4.
  - (2) 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.
  - (3) Pursuant to elections made by the reporting person with respect to compensation earned as a executive officer of PNC, 19217 phantom stock units became payable in cash on January 2, 2014.
  - (4) One phantom stock unit is the economic equivalent of one share of PNC Common Stock. Phantom stock units will be settled in cash upon distribution to the reporting person and generally do not expire.

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 Supplemental Incentive Savings Plan (the "SISP"). Shares of PNC common stock are not directly

- (5) allocated to SISP 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.

### 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.

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