GULLEY JOAN L

Form 4

February 13, 2012

FORM 4

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

OMB 3235-0287 Number:

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Check this box if no longer subject to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005

0.5

OMB APPROVAL

Section 16. Form 4 or Form 5 obligations may continue.

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

response...

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * **GULLEY JOAN L**

2. Issuer Name and Ticker or Trading

Symbol

02/09/2012

(Middle)

PNC FINANCIAL SERVICES

5. Relationship of Reporting Person(s) to

Issuer

GROUP, INC. [PNC]

(Check all applicable)

(First)

(Street)

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

X_ Officer (give title below)

Director

10% Owner Other (specify

ONE PNC PLAZA, 249 FIFTH

AVENUE

(Last)

4. If Amendment, Date Original

EVP & Chief HR Officer

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

PITTSBURGH, PA 15222-2707

(City)	(State)	(Zip) Tabl	e I - Non-D	Derivative	Secui	rities Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Secur on(A) or D (Instr. 3.	ispose 4 and (A) or	ed of (D)	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	02/09/2012		A <u>(1)</u>	1,946	A	\$ 0	37,915	D	
\$5 Par Common Stock	02/09/2012		F(2)	578	D	\$ 60.45	37,337	D	
\$5 Par Common Stock	02/09/2012		A(3)	1,576	A	\$ 0	38,913	D	
\$5 Par	02/09/2012		F(2)	468	D	\$	38,445	D	

Common 60.45

Stock

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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	umber Expiration Date		Amou	int of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Securi	ities	(Instr. 5)	Bene
	Derivative				Securities	3		(Instr.	3 and 4)		Own
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
									or		
						Date	Expiration	Title	Number		
						Exercisable	Date	11110	of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

GULLEY JOAN L ONE PNC PLAZA 249 FIFTH AVENUE PITTSBURGH, PA 15222-2707

EVP & Chief HR Officer

Signatures

George P. Long, III Attorney-in-Fact for Joan L.
Gulley
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 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

Reporting Owners 2

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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 1946 shares of PNC common stock.

- 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 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 1576 shares of PNC common stock.

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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