#### Edgar Filing: PNC FINANCIAL SERVICES GROUP, INC. - Form 4/A

PNC FINANCIAL SERVICES GROUP, INC. Form 4/A March 06, 2014 OMB APPROVAL FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Hall Neil F Issuer Symbol PNC FINANCIAL SERVICES (Check all applicable) GROUP, INC. [PNC] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner X\_Officer (give title Other (specify (Month/Day/Year) below) below) ONE PNC PLAZA, 249 FIFTH AVE 01/28/2013 Executive Vice President (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person 01/30/2013 Form filed by More than One Reporting PITTSBURGH, PA 15222 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 7. Nature of 6. Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Ownership Indirect (Instr. 3) any Code (Instr. 3, 4 and 5) Beneficially Form: Direct Beneficial Ownership (Month/Day/Year) (Instr. 8) Owned (D) or Following Indirect (I) (Instr. 4) Reported (Instr. 4) (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price \$5 Par  $A^{(1)}$ Common D 01/28/2013 4.726 Α \$0 32.321 Stock \$5 Par 1.541 30,780 (3) Common 01/28/2013  $F^{(2)}$ D D Stock

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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 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. Transactic Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			Under Securi	unt of erlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owna Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
1.0.0	Director	10% Owner	Officer	Other		
Hall Neil F ONE PNC PLAZA 249 FIFTH AVE PITTSBURGH, PA 15222			Executive Vice President			
Signatures						
Chisti Davis, Attorney-in-Fact F. Hall	for Neil					
<u>**Signature of Reporting Person</u>	n		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 24, 2010, the Personnel and Compensation Committee of the PNC Board of Directors granted an incentive performance unit opportunity to the reporting person. The grant was expressed as a "target" number of share units with an adjustment for phantom dividends over the April 1, 2010 to December 31, 2012 performance period. Subject to the Committee's discretion, the reporting person is

- (1) eligible to receive shares of PNC common stock (if PNC meets specified performance criteria up to the target level) and/or cash (if the performance criteria exceeds the target level). On January 28, 2013 the Personnel and Compensation Committee approved the performance payout for the performance period from April 1, 2010 to December 31, 2012 which resulted in the vesting of 4,726 shares of PNC common stock.
- (2) Shares have been withheld to cover the reporting person's tax liability in connection with the incentive performance unit opportunity granted on February 24, 2010 and awarded on January 28, 2013.
- (3) Acquisition of 59 shares acquired by the reporting person through dividend reinvestment under the Issuer's Dividend Reinvestment Plan was incorrectly deducted from the holdings. As a result ending balance was stated incorrectly.

#### **Remarks:**

See attached footnotes page.

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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.