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

PNC FINANCIAL SERVICES GROUP, INC. Form 4 February 11, 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 **GULLEY JOAN L** 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 02/07/2014 EVP & Chief HR Officer **AVENUE** (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 Form filed by More than One Reporting **PITTSBURGH, PA 15222-2707** 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 6. 7. Nature of 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 (Month/Day/Year) (Instr. 8) Owned Ownership (D) or Following Indirect (I) (Instr. 4) Reported (Instr. 4) (A) Transaction(s) or (Instr. 3 and 4) (D) Price Code V Amount \$5 Par  $A^{(1)}$ Common 02/07/2014 2,445 \$0 17,294 D А Stock \$5 Par \$ F<sup>(2)</sup> Common 770 D D 02/07/2014 16,524 80.185 Stock \$5 Par Common 02/09/2014  $A^{(3)}$ 1.970 Α \$0 18,494 D Stock \$5 Par 02/09/2014  $F^{(4)}$ 705 D D \$ 17,789

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Common Stock						79.995			
\$5 Par Common Stock	02/09/2014	A <u>(5)</u>	2,432	А	\$ 0	20,221	D		
\$5 Par Common Stock	02/09/2014	F <u>(4)</u>	766	D	\$ 79.995	19,455	D		

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.

# 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. Transactio Code (Instr. 8)	of Derivative Securities Acquired (A) or Disposed		ate	7. Titl Amou Under Securi (Instr.	int of lying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans
					of (D) (Instr. 3,						(Instr
					4, and 5)						
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of 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						
Christi Davis, Attorney-in-Fact f Gulley	or Joan L		02/11/2014			
**Signature of Reporting Perso	'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 7, 2014, 2,445 shares of PNC Common Stock vested following the approval of the Personnel and Compensation Committee of the PNC Board of Directors on January 28, 2014 of a payout of 125.00% based on performance against established criteria of previously granted performance based restricted share units to the reporting person. The grant was made on February 7, 2012 and was

- (1) 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.
- (2) Represents shares withheld to cover the reporting person's tax liability in connection with the performance based restricted share units awarded on February 7, 2014 and granted on February 7, 2012.

On February 9, 2014, 1,970 shares of PNC Common Stock vested following the approval of the Personnel and Compensation Committee of the PNC Board of Directors on January 28, 2014 of a payout of 125.00% based on performance against established criteria of previously granted performance based restricted share units to the reporting person. The grant was made on February 9, 2011 and was

- (3) 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.
- (4) Represents shares withheld to cover the reporting person's tax liability in connection with the performance based restricted share units awarded on February 9, 2014 and granted on February 9, 2011.

On February 9, 2014, 2,432 shares of PNC Common Stock vested following the approval of the Personnel and Compensation Committee of the PNC Board of Directors on January 28, 2014 of a payout of 125.00% based on performance against established criteria of previously granted performance based restricted share units to the reporting person. The grant was made on February 9, 2011 and was

(5) 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.

### **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.