

PNC FINANCIAL SERVICES GROUP, INC.
 Form 3
 February 09, 2015

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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 * | | | 2. Date of Event Requiring Statement (Month/Day/Year) | 3. Issuer Name and Ticker or Trading Symbol | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Executive Vice President | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Last) | (First) | (Middle) | 01/31/2015 | PNC FINANCIAL SERVICES GROUP, INC. [PNC] | | |
| 249 FIFTH AVENUE, MAILSTOP: P1-POPP-30-1 (Street) | | | | | | |
| PITTSBURGH, PA 15222-2707 (City) (State) (Zip) | | | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| \$5 Par Common Stock | 12,196 ⁽¹⁾ | D | Â |
| \$5 Par Common Stock | 4,122 ⁽²⁾ | D | Â |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of | 5. Ownership Form of Derivative | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|------------------------------------|---------------------------------|--|
|---|---|--|------------------------------------|---------------------------------|--|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Derivative Security | Security: Direct (D) or Indirect (I) (Instr. 5) | |
|--------------------------------------|------------------|-----------------|----------------------|----------------------------|---------------------|---|---|
| Employee Stock Option (Right-to-Buy) | 01/23/2007 | 01/23/2016 | \$5 Par Common Stock | 16,000 | \$ 70.055 | D | Â |
| Employee Stock Option (Right-to-Buy) | 01/25/2008 | 01/25/2017 | \$5 Par Common Stock | 14,000 | \$ 72.65 | D | Â |
| Employee Stock Option (Right-to-Buy) | 04/20/2008 | 04/20/2017 | \$5 Par Common Stock | 2,400 | \$ 75.85 | D | Â |
| Employee Stock Option (Right-to-Buy) | 01/22/2009 | 01/22/2018 | \$5 Par Common Stock | 16,000 | \$ 57.21 | D | Â |
| Employee Stock Option (Right-to-Buy) | 01/25/2011 | 01/25/2020 | \$5 Par Common Stock | 17,000 | \$ 54.01 | D | Â |
| Employee Stock Option (Right-to-Buy) | 02/09/2012 | 02/09/2021 | \$5 Par Common Stock | 18,000 | \$ 64.21 | D | Â |
| Employee Stock Option (Right-to-Buy) | 02/07/2013 | 02/07/2022 | \$5 Par Common Stock | 18,000 | \$ 60.7 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Rockey Joseph E 249 FIFTH AVENUE MAILSTOP: P1-POPP-30-1 PITTSBURGH, PA 15222-2707 | Â | Â | Â Executive Vice President | Â |

Signatures

Christi Davis, Attorney-in-Fact for Joseph E. Rockey
Date: 02/09/2015

__Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) Includes 6,627 shares of restricted stock that were previously granted and will vest on two different dates. 2,209 Restricted Stock Shares will vest on July 22, 2015 and 4,418 Restricted Stock Shares will vest on July 22, 2016.

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Represents restricted share units payable solely in stock. Vesting of Restricted Share Units will take place on seven different dates. 571 (2) shares will vest on March 7, 2015, 612 shares will vest on March 8, 2015, 571 shares will vest on March 7, 2016, 613 shares will vest on March 8, 2016, 571 shares will vest on March 7, 2017, 613 shares will vest on March 8, 2017 and 571 shares will vest on March 7, 2018.

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Remarks:

SeeÂ attachedÂ footnotesÂ 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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