

PUDLIN HELEN P
Form 4
February 13, 2012

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 *
PUDLIN HELEN P

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

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/09/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP & General Counsel

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 Ownership (Instr. 4)
				(A) or (D) Code V Amount Price			
\$5 Par Common Stock	02/09/2012		A ⁽¹⁾	2,141 A \$ 0	138,769	D	
\$5 Par Common Stock	02/09/2012		F ⁽²⁾	674 D \$ 60.45	138,095	D	
\$5 Par Common Stock	02/09/2012		A ⁽³⁾	1,623 A \$ 0	139,718	D	
\$5 Par Common Stock	02/09/2012		F ⁽²⁾	482 D \$	139,236 ⁽⁴⁾	D	

Common
Stock

60.45

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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PUDLIN HELEN P ONE PNC PLAZA 249 FIFTH AVENUE PITTSBURGH, PA 15222-2707			EVP & General Counsel	

Signatures

George P. Long, III Attorney-in-Fact for Helen P. Pudlin 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).
- (1) 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

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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 2141 shares of PNC common stock.

- (2) 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.

- (3) 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 1623 shares of PNC common stock.

- (4) In prior ownership reports, the reporting person disclaimed any beneficial ownership interest in six shares of common stock beneficially owned by her daughter. The reporting person is no longer including such shares in her ownership reports. In this regard, it is noted that the reporting person's daughter does not share the same household as the reporting person.

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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