

MASSARO ANTHONY A
Form 4
March 12, 2013

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 *
MASSARO ANTHONY A

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)

3. Date of Earliest Transaction (Month/Day/Year)
03/08/2013

Director 10% Owner
 Officer (give title below) Other (specify below)

ONE PNC PLAZA, 249 FIFTH AVENUE

(Street)

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

PITTSBURGH, PA 15222-2707

(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 Indirect Beneficial Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|
| | | | | (A) or (D) | Price | | | |
| | | | | Code | V | Amount | | |
| \$5 Par Common Stock | 03/08/2013 | | M ⁽¹⁾ | 2,000 | A | \$ 52.64 | 4,961 | D |
| \$5 Par Common Stock | 03/08/2013 | | M ⁽¹⁾ | 2,000 | A | \$ 43.635 | 6,961 | D |
| \$5 Par Common Stock | 03/08/2013 | | M ⁽¹⁾ | 2,000 | A | \$ 53.02 | 8,961 | D |
| \$5 Par Common Stock | 03/08/2013 | | S ⁽¹⁾ | 6,000 | D | \$ 65 | 2,961 | D |

Common
Stock

\$5 Par
Common
Stock

170

I

Spouse
IRA

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 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 (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 Security (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|----------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Non-Employee Director Non-Statutory Stock Option | \$ 52.64 | 03/08/2013 | | M ⁽¹⁾ | 2,000 | 04/26/2006 04/26/2015 | | \$5 Par Common Stock | 2,000 |
| Non-Employee Director Non-Statutory Stock Option | \$ 43.635 | 03/08/2013 | | M ⁽¹⁾ | 2,000 | 04/22/2004 04/22/2013 | | \$5 Par Common Stock | 2,000 |
| Non-Employee Director Non-Statutory Stock Option | \$ 53.02 | 03/08/2013 | | M ⁽¹⁾ | 2,000 | 04/27/2005 04/27/2014 | | \$5 Par Common Stock | 2,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|------------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| MASSARO ANTHONY A ONE PNC PLAZA | X | | | |

249 FIFTH AVENUE
PITTSBURGH, PA 15222-2707

Signatures

George P. Long, III Attorney-in-Fact for Anthony A.
Massaro

03/12/2013

__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) Option Exercise and sale of shares effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on October 18, 2012.

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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