

PNC FINANCIAL SERVICES GROUP, INC.
 Form 4
 February 14, 2017

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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 *
 Rocky Joseph E

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)

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

Executive Vice President

THE TOWER AT PNC PLAZA, 300 FIFTH AVENUE

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

(Street)

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)		
			Code	V	Amount	(A) or (D)	Price		
\$5 Par Common Stock	02/11/2017		A ⁽¹⁾		998	A	\$ 0	11,640 ⁽²⁾	D
\$5 Par Common Stock	02/11/2017		F ⁽³⁾		342	D	\$ 123.1	11,298	D
\$5 Par Common Stock	02/13/2017		A ⁽⁴⁾		498	A	\$ 0	11,796	D
\$5 Par Common Stock	02/13/2017		F ⁽⁵⁾		156	D	\$	11,640	D

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

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 total shareholder return for the prior fiscal year.

- (2) Includes an aggregate of 112 shares acquired by the reporting person through dividend reinvestment under the Issuer's Dividend Reinvestment and Stock Purchase Plan subsequent to the date of the reporting person's most recent filing on Form 4.
- (3) Represents shares withheld to cover the reporting person's tax liability in connection with the performance based restricted share units awarded on February 11, 2017 and granted on February 11, 2016.

On February 13, 2017, 498 shares of PNC Common Stock vested based on performance against established criteria of previously granted performance based restricted share units to the reporting person. The grant was made in the first quarter of 2015 and expressed as a

- (4) number of share units, with payout contingent on achievement of related risk 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. Prior to vesting, the number of share units and related dividend equivalents are subject to reduction based on risk performance criteria.
- (5) Represents shares withheld to cover the reporting person's tax liability in connection with performance based restricted share units awarded on February 13, 2017 and granted in the first quarter of 2015.

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.