

PNC FINANCIAL SERVICES GROUP, INC.

Form 4

February 11, 2014

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
GULLEY JOAN L

(Last) (First) (Middle)

**ONE PNC PLAZA, 249 FIFTH
AVENUE**

(Street)

PITTSBURGH, PA 15222-2707

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
**PNC FINANCIAL SERVICES
GROUP, INC. [PNC]**

3. Date of Earliest Transaction
(Month/Day/Year)
02/07/2014

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
EVP & Chief HR Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

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 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	02/07/2014		A ⁽¹⁾		2,445	A \$ 0	17,294 D
\$5 Par Common Stock	02/07/2014		F ⁽²⁾		770	D \$ 80.185	16,524 D
\$5 Par Common Stock	02/09/2014		A ⁽³⁾		1,970	A \$ 0	18,494 D
\$5 Par	02/09/2014		F ⁽⁴⁾		705	D \$	17,789 D

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

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

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(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 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)
				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 for Joan L.
Gulley

02/11/2014

 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).

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.

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