

Esposito Orlando C.
Form 3
April 10, 2013

FORM 3

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

OMB APPROVAL

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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	3. Issuer Name and Ticker or Trading Symbol	
Â Esposito Orlando C.		(Month/Day/Year)	PNC FINANCIAL SERVICES GROUP, INC. [PNC]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
ONE PNC PLAZA,Â 249 FIFTH AVE		04/01/2013		
(Street)			(Check all applicable)	
PITTSBURGH,Â PAÂ 15222			☐ Director ☐ 10% Owner ☒ Officer ☐ Other (give title below) (specify below) Executive Vice President	
(City)	(State)	(Zip)	6. Individual or Joint/Group Filing(Check Applicable Line) ☒ Form filed by One Reporting Person ☐ 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	11,773	D	Â
\$5 Par Common Stock	4,036 ⁽¹⁾	I	401(k) Plan

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)	01/22/2009 ⁽²⁾	01/22/2018	\$5 Par Common Stock	4,000	\$ 57.21	D	Â
Employee Stock Option (Right-to-Buy)	02/12/2010 ⁽²⁾	02/12/2019	\$5 Par Common Stock	4,500	\$ 31.07	D	Â
Employee Stock Option (Right-to-Buy)	01/25/2011 ⁽²⁾	01/25/2020	\$5 Par Common Stock	12,000	\$ 54.01	D	Â
Employee Stock Option (Right-to-Buy)	02/09/2012 ⁽²⁾	02/09/2021	\$5 Par Common Stock	16,000	\$ 64.21	D	Â
Employee Stock Option (Right-to-Buy)	01/23/2007 ⁽²⁾	01/23/2016	\$5 Par Common Stock	1,200	\$ 70.055	D	Â
Employee Stock Option (Right-to-Buy)	01/06/2005 ⁽²⁾	01/06/2014	\$5 Par Common Stock	1,200	\$ 54.04	D	Â
Employee Stock Option (Right-to-Buy) Reload Option	10/24/2006 ⁽²⁾	02/16/2010	\$5 Par Common Stock	2,000	\$ 58.645	D	Â
Employee Stock Option (Right-to-Buy) Reload Option	01/25/2008 ⁽²⁾	01/06/2014	\$5 Par Common Stock	1,110	\$ 72.65	D	Â
Phantom Stock Unit	Â ⁽³⁾	Â ⁽³⁾	\$5 Par Common Stock	2,256	\$ ⁽³⁾	I	Deferred Compensation Plan
Phantom Stock Unit	Â ⁽³⁾	Â ⁽³⁾	\$5 Par Common Stock	436 ⁽⁴⁾	\$ ⁽³⁾	I	Supplemental Incentive Savings Plan
Restricted Share Units	Â ⁽⁵⁾	Â ⁽⁵⁾	\$5 Par Common Stock	576	\$ ⁽⁵⁾	D	Â
Restricted Share Units	Â ⁽⁶⁾	Â ⁽⁶⁾	\$5 Par Common Stock	247	\$ ⁽⁶⁾	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships
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Reporting Owners

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Director 10% Owner Officer Other

Esposito Orlando C.
ONE PNC PLAZA
249 FIFTH AVE
PITTSBURGH, PA 15222

Executive Vice President

Signatures

George P. Long, III Attorney-in-Fact for Orlando C.
Esposito

04/10/2013

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).

- The amount of securities beneficially owned represents the number of shares of common stock indirectly held for the account of the reporting person under The PNC Financial Services Group, Inc. ("PNC") Incentive Savings Plan (the "ISP"). Shares of PNC common stock are not directly allocated to ISP participants, but instead are held in a unitized fund, approximately 98% of which consists of PNC common stock, and the remainder of which is invested in a money market fund. The percentage of assets in the unitized fund investment option that are deemed to be invested in PNC common stock may vary from time to time.
- (1) Grant of stock options subject to the precondition of an appropriate agreement, signed by the parties. Options generally become exercisable in three equal annual installments, beginning one year after the date of grant.
- (2) One phantom stock unit is the economic equivalent of one share of The PNC Financial Services Group, Inc. ("PNC") Common Stock. Phantom stock units will be settled in cash upon distribution to the reporting person and generally do not expire.
- (3)

- The amount of securities beneficially owned represents the number of shares of common stock indirectly held for the account of the reporting person under The PNC Financial Services Group, Inc. ("PNC") Supplemental Incentive Savings Plan (the "SISP"). Shares of PNC common stock are not directly allocated to SISP participants, but instead are held in a unitized fund, approximately 98% of which consists of PNC common stock, and the remainder of which is invested in a money market fund. The percentage of assets in the unitized fund investment option that are deemed to be invested in PNC common stock may vary from time to time.
- (4) Each Restricted Share Unit represents the contingent right to receive the cash value of one share of PNC common stock. The Restricted Share Units will vest in installments of 288 units on February 7, 2014 and 288 units on February 7, 2015.
- (5) Each Restricted Share Unit represents the contingent right to receive the cash value of one share of PNC common stock. The Restricted Share Units will vest on February 9, 2014.
- (6)

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.