

MASSARO ANTHONY A  
Form 4  
March 12, 2013

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
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 \*  
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 <sup>(1)</sup>	2,000	A	\$ 52.64	4,961 D
\$5 Par Common Stock	03/08/2013		M <sup>(1)</sup>	2,000	A	\$ 43.635	6,961 D
\$5 Par Common Stock	03/08/2013		M <sup>(1)</sup>	2,000	A	\$ 53.02	8,961 D
\$5 Par Common Stock	03/08/2013		S <sup>(1)</sup>	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 <sup>(1)</sup>	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 <sup>(1)</sup>	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 <sup>(1)</sup>	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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