

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) | 04/01/2013 | |
| ONE PNC PLAZA,Â 249 FIFTH AVE | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| PITTSBURGH,Â PAÂ 15222 | | | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other |
| | | | (give title below) | (specify below) |
| | | | Executive Vice President | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| | | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | | <input type="checkbox"/> 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 |
|--------------------------------|---------------|
|--------------------------------|---------------|

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

- (1) 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.
- (2) 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.
- (3) 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.

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

- (4) 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.
- (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 in installments of 288 units on February 7, 2014 and 288 units on February 7, 2015.
- (6) 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.

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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