

WEHMEIER HELGE H
Form 4
March 19, 2012

FORM 4

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

OMB APPROVAL

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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 *
WEHMEIER HELGE H

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)

ONE PNC PLAZA, 249 FIFTH AVENUE

03/15/2012

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

PITTSBURGH, PA 15222-2707

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(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 or Price | | |
| \$5 Par Common Stock | 03/15/2012 | | M | | 4,000 A \$ 56.96 | 25,333 | D |
| \$5 Par Common Stock | 03/15/2012 | | M | | 2,000 A \$ 43.635 | 27,333 | D |
| \$5 Par Common Stock | 03/15/2012 | | M | | 2,000 A \$ 53.02 | 29,333 | D |
| \$5 Par Common Stock | 03/15/2012 | | M | | 2,000 A \$ 52.64 | 31,333 | D |

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Common
Stock

\$5 Par
Common Stock 03/15/2012 S 10,000 D \$ 62.85
(1) 21,333 (2) D

\$5 Par
Common Stock 2,909 (3) I Money
Purchase
Plan

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 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 Security (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Non-Employee Director Non-Statutory Stock Option | \$ 56.96 | 03/15/2012 | | M | 4,000 | 04/23/2003 04/23/2012 | \$5 Par Common Stock | 4,000 |
| Non-Employee Director Non-Statutory Stock Option | \$ 43.635 | 03/15/2012 | | M | 2,000 | 04/22/2004 04/22/2013 | \$5 Par Common Stock | 2,000 |
| Non-Employee Director Non-Statutory Stock Option | \$ 52.64 | 03/15/2012 | | M | 2,000 | 04/26/2006 04/26/2015 | \$5 Par Common Stock | 2,000 |
| Non-Employee Director Non-Statutory Stock Option | \$ 53.02 | 03/15/2012 | | M | 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 |
| WEHMEIER HELGE H ONE PNC PLAZA 249 FIFTH AVENUE PITTSBURGH, PA 15222-2707 | | X | | |

Signatures

George P. Long, III Attorney-in-Fact for Helge H.
Wehmeier

03/19/2012

__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).

- Represents the weighted average price of shares sold in multiple transactions with prices ranging from \$62.79 to \$62.91. The reporting person undertakes to provide upon request by the staff of the Securities and Exchange Commission, full information regarding the number of shares sold at each separate price.
- (1) person undertakes to provide upon request by the staff of the Securities and Exchange Commission, full information regarding the number of shares sold at each separate price.
 - (2) Includes an aggregate of 42 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) Includes an aggregate of 17 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.

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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