

WisdomTree Trust
Form SC 13G/A
February 10, 2012

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

SCHEDULE 13G

(RULE 13D-102)

INFORMATION STATEMENT PURSUANT TO RULE 13D-1

UNDER THE SECURITIES EXCHANGE ACT OF 1934

(AMENDMENT NO. 5)

WisdomTree LargeCap Dividend Fund

(Name of Issuer)

Exchange-Traded Fund

(Title of Class of Securities)

97717W307

(CUSIP Number)

December 31, 2011

(Date of Event Which Requires Filing of this Statement)

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Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

☒ Rule 13d-1(b)

☐ Rule 13d-1(c)

☐ Rule 13d-1(d)

CUSIP No. 97717W307

Page 1 of 7 Pages

1) Names of Reporting Persons

IRS Identification No. Of Above Persons

2) **The PNC Financial Services Group, Inc. 25-1435979**
Check the Appropriate Box if a Member of a Group (See Instructions)

a) " b) "

3) SEC USE ONLY

4) Citizenship or Place of Organization

Pennsylvania

5) Sole Voting Power

Number of

Shares **1,574,945**
6) Shared Voting Power

Beneficially

Owned By

-0-
Each 7) Sole Dispositive Power

Reporting

Person **1,315,489**
8) Shared Dispositive Power
With

9) **251,590**
Aggregate Amount Beneficially Owned by Each Reporting Person

1,606,890*

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*See the response to Item 6.

10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares

See Instructions "

11) Percent of Class Represented by Amount in Row (9)

8.52

12) Type of Reporting Person (See Instructions)

HC

CUSIP No. 97717W307

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1) Names of Reporting Persons

IRS Identification No. Of Above Persons

PNC Bancorp, Inc. 51-0326854

2) Check the Appropriate Box if a Member of a Group (See Instructions)

a) " b) "

3) SEC USE ONLY

4) Citizenship or Place of Organization

Delaware

5) Sole Voting Power

Number of

Shares 1,574,945
6) Shared Voting Power

Beneficially

Owned By

-0-
Each 7) Sole Dispositive Power

Reporting

Person 1,315,489
8) Shared Dispositive Power
With

251,590

9) Aggregate Amount Beneficially Owned by Each Reporting Person

1,606,890*

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*See the response to Item 6.

10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares

See Instructions --

11) Percent of Class Represented by Amount in Row (9)

8.52

12) Type of Reporting Person (See Instructions)

HC

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1) Names of Reporting Persons

IRS Identification No. Of Above Persons

PNC Bank, National Association 22-1146430

2) Check the Appropriate Box if a Member of a Group (See Instructions)

a) " b) "

3) SEC USE ONLY

4) Citizenship or Place of Organization

United States

5) Sole Voting Power

Number of

Shares 1,574,945
6) Shared Voting Power

Beneficially

Owned By

-0-
Each 7) Sole Dispositive Power

Reporting

Person 1,315,489
8) Shared Dispositive Power
With

251,590

9) Aggregate Amount Beneficially Owned by Each Reporting Person

1,606,890*

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*See the response to Item 6.

10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares

See Instructions "

11) Percent of Class Represented by Amount in Row (9)

8.52

12) Type of Reporting Person (See Instructions)

BK

CUSIP No. 97717W307

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1) Names of Reporting Persons

IRS Identification No. Of Above Persons

2) PNC Delaware Trust Company 81-0581990
Check the Appropriate Box if a Member of a Group (See Instructions)

a) " b) "

3) SEC USE ONLY

4) Citizenship or Place of Organization

Delaware

5) Sole Voting Power

Number of

Shares 31,984
6) Shared Voting Power

Beneficially

Owned By

-0-
Each 7) Sole Dispositive Power

Reporting

Person 25,912
8) Shared Dispositive Power
With

9) 5,922
Aggregate Amount Beneficially Owned by Each Reporting Person

31,984*

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*See the response to Item 6.

10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares

See Instructions --

11) Percent of Class Represented by Amount in Row (9)

0.17

12) Type of Reporting Person (See Instructions)

BK

ITEM 1(a) - NAME OF ISSUER:

WisdomTree LargeCap Dividend Fund

ITEM 1(b) - ADDRESS OF ISSUER S PRINCIPAL EXECUTIVE OFFICES:

380 Madison Avenue

New York, New York 10017

ITEM 2(a) - NAME OF PERSON FILING:

The PNC Financial Services Group, Inc.; PNC Bancorp, Inc.;

PNC Bank, National Association; and PNC Delaware Trust Company

ITEM 2(b) - ADDRESS OF PRINCIPAL BUSINESS OFFICE:

The PNC Financial Services Group, Inc. - One PNC Plaza, 249 Fifth Avenue, Pittsburgh, PA 15222-2707

PNC Bancorp, Inc. - 222 Delaware Avenue, Wilmington, DE 19801

PNC Bank, National Association - One PNC Plaza, 249 Fifth Avenue, Pittsburgh, PA 15222-2707

PNC Delaware Trust Company - 222 Delaware Avenue, Wilmington, DE 19801

ITEM 2(c) - CITIZENSHIP:

The PNC Financial Services Group, Inc. - Pennsylvania

PNC Bancorp, Inc. - Delaware

PNC Bank, National Association - United States

PNC Delaware Trust Company - Delaware

ITEM 2(d) - TITLE OF CLASS OF SECURITIES:

Exchange-Traded Fund

ITEM 2(e) - CUSIP NUMBER:

97717W307

ITEM 3 - IF THIS STATEMENT IS FILED PURSUANT TO RULE 13d-1(b), OR 13d-2(b), CHECK WHETHER THE PERSON

FILING IS A:

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- (a) ☐ Broker or dealer registered under Section 15 of the Exchange Act;
- (b) ☒ Bank as defined in Section 3(a)(6) of the Exchange Act;
- (c) ☐ Insurance Company as defined in Section 3(a)(19) of the Exchange Act;
- (d) ☐ Investment Company registered under Section 8 of the Investment Company Act;
- (e) ☐ An Investment Adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f) ☐ An Employee Benefit Plan or Endowment Fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g) ☒ A Parent Holding Company or Control Person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (h) ☐ A Savings Association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (i) ☐ A Church Plan that is excluded from the definition of an Investment Company under Section 3(c)(14) of the Investment Company Act;
- (j) ☐ Group, in accordance with Rule 13d(b)(1)(ii)(J).

If this statement is filed pursuant to Rule 13d-1(c), check this box. ☐

ITEM 4 - OWNERSHIP:

The following information is as of December 31, 2011:

(a) Amount Beneficially Owned:	1,606,890 shares*
(b) Percent of Class:	*See the response to Item 6. 8.52
(c) Number of fund shares to which such person has:	
(i) sole power to vote or to direct the vote	1,574,945
(ii) shared power to vote or to direct the vote	-0-
(iii) sole power to dispose or to direct the disposition of	1,315,489
(iv) shared power to dispose or to direct the disposition of	251,590

ITEM 5 - OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS:

Not Applicable.

ITEM 6 - OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON:

Of the total fund shares reported herein, 1,574,906 fund shares are held in accounts at PNC Bank, National Association in a fiduciary capacity.

Of the total fund shares reported herein, 31,984 fund shares are held in accounts at PNC Delaware Trust Company in a fiduciary capacity.

ITEM 7 - IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED

THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY:

Included are the following subsidiaries of The PNC Financial Services Group, Inc. - HC:

PNC Bancorp, Inc. - HC (wholly owned subsidiary of The PNC Financial Services Group, Inc.)

PNC Bank, National Association - BK (wholly owned subsidiary of PNC Bancorp, Inc.)

PNC Delaware Trust Company - BK (wholly owned subsidiary of PNC Bank, National Association)

ITEM 8 - IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP:

Not Applicable.

ITEM 9 - NOTICE OF DISSOLUTION OF GROUP:

Not Applicable.

ITEM 10 - CERTIFICATION:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 10, 2012
Date

By: /s/ Joseph C. Guyaux
Signature -The PNC Financial Services Group, Inc.

Joseph C. Guyaux, President
Name & Title

February 10, 2012
Date

By: /s/ Nicholas M. Marsini, Jr.
Signature - PNC Bancorp, Inc.

Nicholas M. Marsini, Jr., Chairman
Name & Title

February 10, 2012
Date

By: /s/ Joseph C. Guyaux
Signature - PNC Bank, National Association

Joseph C. Guyaux, President
Name & Title

February 10, 2012
Date

By: /s/ Richard Cairns
Signature - PNC Delaware Trust Company

Richard Cairns, Chairman & CEO
Name & Title

AN AGREEMENT TO FILE A JOINT STATEMENT WAS PREVIOUSLY FILED