

PNC FINANCIAL SERVICES GROUP, INC.

Form 3/A

March 30, 2012

**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 \*

Â Naqvi Saiyid T.

(Last)

(First)

(Middle)

2. Date of Event Requiring Statement

(Month/Day/Year)

03/13/2012

3. Issuer Name and Ticker or Trading Symbol

PNC FINANCIAL SERVICES GROUP, INC. [PNC]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

☐ Director ☐ 10% Owner☒ Officer ☐ Other

(give title below) (specify below)

Executive Vice President

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

03/22/2012

6. Individual or Joint/Group

Filing(Check Applicable Line)

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

ONE PNC PLAZA,Â 249 FIFTH AVENUE

(Street)

PITTSBURGH,Â PAÂ 15222

(City)

(State)

(Zip)

**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)

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)

Date Exercisable  
Expiration Date

3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)

Title  
Amount or Number of Shares

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security: Direct (D) or Indirect (I)

6. Nature of Indirect Beneficial Ownership (Instr. 5)

(Instr. 5)

Employee Stock Option (Right-to-Buy)	01/26/2012 <sup>(1)</sup>	02/12/2019	\$5 Par Common Stock	50,000	\$ 31.07	D	Â
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Naqvi Saiyid T. ONE PNC PLAZA 249 FIFTH AVENUE PITTSBURGH, PA 15222	Â	Â	Â Executive Vice President	Â

## Signatures

George P. Long, III Attorney-in-Fact for Saiyid T. Naqvi	03/30/2012
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\_\_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).

- (1) On February 12, 2009, the reporting person was granted an option to purchase 50,000 shares of common stock. The option vested in full on February 12, 2012, subject to the satisfaction of certain performance criteria related to the issuer's acquisition and integration of National City Corporation. At a meeting held on January 26, 2012, the Personnel and Compensation Committee of the Board of Directors of the issuer determined that the performance criteria were met, resulting in the full vesting of the option to purchase such shares.

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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