

PNC FINANCIAL SERVICES GROUP, INC.  
 Form 4  
 January 21, 2014

**FORM 4**

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

OMB APPROVAL

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**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 \*  
 Feldstein Andrew T

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)

280 PARK AVENUE, 5TH FLOOR EAST

01/17/2014

(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

NEW YORK, NY 10017

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| \$5 Par Common Stock            |                                      |  |                                | (A) or (D) Price  | 13,000  | D  |                                   |

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)**

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| 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 Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Volatility Swaps <sup>(1)</sup>            | <u>(2)</u>   | 01/17/2014                           |  | J <sup>(3)</sup>               | 72,500  | <u>(2)</u> 01/17/2014                                    | \$5 Par Common Stock  | 72,500                     |
| Phantom Stock Unit                         | <u>(6)</u>   |                                      |  |                                |   | <u>(6)</u> <u>(6)</u>                                    | \$5 Par Common Stock  | 611                        |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| Feldstein Andrew T<br>280 PARK AVENUE<br>5TH FLOOR EAST<br>NEW YORK, NY 10017 | X             |           |         |       |

## Signatures

Christi Davis, Attorney-in-Fact for Andrew T. Feldstein 01/21/2014

\_\_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) The Volatility Swaps were volatility swaps over 72,500 shares of \$5 Par Common Stock of PNC Financial Services Group, Inc. (the "Common Stock").

(2) The Volatility Swaps were neither convertible nor exercisable.

(3) The Volatility Swaps expired January 17, 2014.

(4) Inapplicable. The Volatility Swaps expired.

The Volatility Swaps were held by each of Blue Mountain Credit Alternatives Master Fund L.P. ("BMCA"), BlueMountain Equity Alternatives Master Fund L.P. ("BMEA") and BlueMountain Timberline Ltd. ("Timberline"). Mr. Feldstein held an indirect pecuniary interest in the Volatility Swaps through his ownership of (i) limited partnership interests in Blue Mountain Credit Alternatives Fund L.P., which in turn owns limited partnership interests in BMCA, (ii) limited partnership interests in BlueMountain Equity Alternatives Fund L.P., which in turn owns limited partnership interests in BMEA, (iii) membership interests in BlueMountain Timberline Onshore, LLC, which in turn owns shares of Timberline, and (iv) membership interests in BlueMountain GP Holdings, LLC, the sole beneficial owner of the general partners of each of BMCA and BMEA.

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- (6) 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.

**Remarks:**

See attached footnotes page.

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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