

PNC FINANCIAL SERVICES GROUP, INC.

Form 8-K

February 13, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of The

Securities Exchange Act of 1934

February 7, 2012

Date of Report (date of earliest event reported)

**THE PNC FINANCIAL SERVICES GROUP, INC.**

(exact name of registrant as specified in its charter)

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|   |   |  |
|---|---|--|
| (state or other jurisdiction of<br>incorporation or organization) | Commission<br>File Number<br><b>One PNC Plaza</b> | (I.R.S. Employer<br>Identification Number) |
|---|---|--|

**249 Fifth Avenue**

**Pittsburgh, Pennsylvania 15222-2707**

(Address of principal executive offices, including zip code)

**(412) 762-2000**

(Registrant's telephone number, including area code)

**Not Applicable**

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ..  Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ..  Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ..  Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ..  Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.02(e). Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers**

**5.02(e).**

On February 7, 2012, the Personnel and Compensation Committee (Committee) of our Board of Directors, following a discussion with all of our Board's independent directors, approved compensation decisions for the executive officers named in the most recent proxy statement that we filed in connection with our annual meeting of shareholders. With respect to these named executive officers, and except as disclosed below, the Committee made compensation decisions that were materially consistent with the terms that we previously disclosed as part of our 2011 compensation program.

At the meeting on February 7, the Committee approved a change to the composition of the total target compensation amount for 2012 for E. William Parsley, III, our Executive Vice President, Treasurer and Chief Investment Officer. Mr. Parsley was a named executive officer in last year's proxy statement. The Committee increased Mr. Parsley's 2012 base salary by \$100,000 (from \$400,000 to \$500,000) and similarly decreased his target annual cash incentive award for 2012 by \$100,000.

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: February 13, 2012

The PNC Financial Services Group, Inc.

By: /s/ Gregory H. Kozich

Name: Gregory H. Kozich

Title: Senior Vice President and Controller