

Pawlick David M  
Form 4  
March 04, 2019

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
Pawlick David M

2. Issuer Name and Ticker or Trading Symbol  
ALBANY INTERNATIONAL  
CORP /DE/ [AIN]

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)

Vice President- Controller

C/O ALBANY INTERNATIONAL  
CORP., 216 AIRPORT DRIVE

(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

ROCHESTER, NH 03867

(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)
				(A) or (D)	Price		
Class A Common Stock						I	By 401(k)
Class A Common Stock						D	
Class A Common Stock <sup>(1)</sup>	03/01/2019		M	289	A \$ 0 <sup>(1)</sup>	289 <sup>(1)</sup>	D <sup>(1)</sup>
Class A Common Stock	03/01/2019		D	289	D \$ 0		D <sup>(1)</sup>

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Common Stock <sup>(1)</sup>						69.56		
Class A Common Stock <sup>(1)</sup>	03/01/2019	M	352	A	\$ 0 <sup>(1)</sup>	352 <sup>(1)</sup>		D <sup>(1)</sup>
Class A Common Stock <sup>(1)</sup>	03/01/2019	D	352	D	\$ 69.56	0		D <sup>(1)</sup>
Class A Common Stock <sup>(1)</sup>	03/01/2019	M	422	A	\$ 0 <sup>(1)</sup>	422 <sup>(1)</sup>		D <sup>(1)</sup>
Class A Common Stock <sup>(1)</sup>	03/01/2019	D	422	D	\$ 69.56	0		D <sup>(1)</sup>
Class A Common Stock <sup>(1)</sup>	03/01/2019	M	396	A	\$ 0 <sup>(1)</sup>	396 <sup>(1)</sup>		D <sup>(1)</sup>
Class A Common Stock <sup>(1)</sup>	03/01/2019	D	396	D	\$ 69.56	0		D <sup>(1)</sup>
Class A Common Stock <sup>(1)</sup>	03/01/2019	M	439	A	\$ 0 <sup>(1)</sup>	439 <sup>(1)</sup>		D <sup>(1)</sup>
Class A Common Stock <sup>(1)</sup>	03/01/2019	D	439	D	\$ 69.56	0		D <sup>(1)</sup>

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)

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount



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- (2) Option granted pursuant to Company's 1998 Stock Option Plan as incentive to remain in employ of Company.
- (3) Fully exercisable.
- (4) Phantom Stock Units granted on February 27, 2015 pursuant to the Phantom Stock Plan. Each Phantom Stock Unit entitles the holder to receive the cash equivalent of one share of Class A Common Stock at the time of vesting.
- (5) 289 Phantom Stock Units will be settled and payable each year on or about March 1, beginning March 1, 2015.
- (6) Phantom Stock Units granted on February 25, 2016 pursuant to the Phantom Stock Plan. Each Phantom Stock Unit entitles the holder to receive the cash equivalent of one share of Class A Common Stock at the time of vesting.
- (7) 352 Phantom Stock units will be settled and payable each year on or about March 1, beginning March 1, 2016.
- (8) Phantom Stock Units granted on February 23, 2017 pursuant to the Phantom Stock Plan. Each Phantom Stock Unit entitles the holder to receive the cash equivalent of one share of Class A Common Stock at the time of vesting.
- (9) 422 Phantom Stock Units will be settled and payable each year on or about March 1, beginning March 1, 2017.
- (10) Phantom Stock Units granted on February 22, 2018 pursuant to the Phantom Stock Plan. Each Phantom Stock Unit entitles the holder to receive the cash equivalent of one share of Class A Common Stock at the time of vesting.
- (11) 396 Phantom Stock Units will be settled and payable each year on or about March 1, beginning March 1, 2018.
- (12) Phantom Stock Units granted on February 21, 2019 pursuant to the Phantom Stock Plan. Each Phantom Stock Unit entitles the holder to receive the cash equivalent of one share of Class A Common Stock at the time of vesting.
- (13) 439 Phantom Stock Units will be settled and payable each year on or about March 1, beginning March 1, 2019.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. houseCoopers LLP, the independent registered public accounting firm that audited our consolidated financial statements as of and for the year ended December 31, 2008 included in this Report, has also issued a report on the effectiveness of PNC's internal control over financial reporting as of December 31, 2008. The report of PricewaterhouseCoopers LLP is included under Item 8 of this Annual Report on Form 10-K.

### **(b) DISCLOSURE CONTROLS AND PROCEDURES AND CHANGES IN INTERNAL CONTROL OVER FINANCIAL REPORTING**

As of December 31, 2008, we performed an evaluation under the supervision and with the participation of our management, including the Chairman and Chief Executive Officer and the Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures and of changes in our internal control over financial reporting. This evaluation did not include an assessment of those disclosure controls and procedures that are subsumed by, and did not include an assessment of, internal control over financial reporting as it relates to National City Corporation.

Based on that evaluation, our Chairman and Chief Executive Officer and the Chief Financial Officer concluded that our disclosure controls and procedures (as defined in Rule 13a-15(e) under the Securities and Exchange Act of 1934, as amended) were effective as of December 31, 2008, and that, except as described below, there has been no change in PNC's internal control over financial reporting that occurred during the fourth quarter of 2008 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

At December 31, 2008, the businesses formerly operated by National City Corporation were operating under pre-acquisition systems of internal controls over financial reporting. PNC's assessment did not include internal control over financial reporting related to these businesses, which PNC acquired on December 31, 2008. As a result of the National City Corporation acquisition on December 31, 2008, we will be evaluating changes to processes, information technology systems and other components of internal control over financial reporting as part of our integration activities.

### **ITEM 9B OTHER INFORMATION**

None.

### **PART III**

### **ITEM 10 DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE**

Explanation of Responses:

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Certain of the information regarding our directors (or nominees for director), executive officers, Audit Committee (and Audit Committee financial experts), and shareholder nomination process required by this item is included under the captions Election of Directors *Information Concerning Nominees*, Transactions Involving Directors And Executive Officers *Family Relationships*, and Corporate Governance At PNC *The Audit Committee*, *Our Code of Business Conduct and Ethics*, and *The Nominating and Governance*

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*Committee* and Requirements for Director Nominations and Shareholder Proposals in our Proxy Statement to be filed for the 2009 annual meeting of shareholders and is incorporated herein by reference. In accordance with Item 407(d) (3) of Regulation S-K, the information set forth under the caption Item 3 Ratification of the Audit Committee's Selection of PricewaterhouseCoopers LLP as the Independent Registered Public Accounting Firm for 2009 *Report of the Audit Committee* in such Proxy Statement will be deemed to be furnished in this Report and will not be deemed to be incorporated by reference into any filing under the Securities Act or the Exchange Act as a result of furnishing the disclosure in this manner.

Information regarding our compliance with Section 16(a) of the Securities Exchange Act of 1934 is included under the caption Section 16(a) Beneficial Ownership Reporting Compliance in our Proxy Statement to be filed for the 2009 annual meeting of shareholders and is incorporated herein by reference.

Additional information regarding our executive officers and our directors is included in Part I of this Report under the captions Executive Officers of the Registrant and Directors of the Registrant.

Our PNC Code of Business Conduct and Ethics is available on our corporate website at [www.pnc.com/corporategovernance](http://www.pnc.com/corporategovernance). In addition, any future amendments to, or waivers from, a provision of the PNC Code of Business Conduct and Ethics that applies to our directors or executive officers (including the Chairman and Chief Executive Officer, the Chief Financial Officer and the Controller) will be posted at this internet address.

**ITEM 11 EXECUTIVE COMPENSATION**

The information required by this item is included under the captions Director Compensation for Fiscal 2008, Corporate Governance at PNC *Compensation Committee Interlocks and Insider Participation*, and Executive Compensation *Compensation Discussion and Analysis, Compensation Committee Report*, and *Executive Compensation Tables* in our Proxy Statement to be filed for the 2009 annual meeting of shareholders and is incorporated herein by reference. In accordance with Item 407(e) (5) of Regulation S-K, the information set forth under the caption Executive Compensation *Compensation Committee Report* in such Proxy Statement will be deemed to be furnished in this Report and will not be deemed to be incorporated by reference into any filing under the Securities Act or the Exchange Act as a result of furnishing the disclosure in this manner.

**ITEM 12 SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS**

The information required by this item regarding security ownership of certain beneficial owners and management is included under the caption Security Ownership of Directors, Executive Officers and Certain Beneficial Owners in our Proxy Statement to be filed for the 2009 annual meeting of shareholders and is incorporated herein by reference.

Information regarding our compensation plans under which PNC equity securities are authorized for issuance as of December 31, 2008 is included in the table which follows. Additional information regarding these plans is included in Note 16 Stock-Based Compensation Plans in the Notes To Consolidated Financial Statements in Item 8 of this Report.

**Table of Contents****Equity Compensation Plan Information**

At December 31, 2008

	(a)	(b)	(c)
	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
<b>Equity compensation plans approved by security holders</b>			
1997 Long-Term Incentive Award Plan (Note 1)			
Stock Options	9,538,041	\$ 62.87	
Incentive Performance Unit Awards (Note 2)	173,500	N/A	
Subtotal	9,711,541		1,945,317
2006 Incentive Award Plan (Note 3 and Note 4)			
Stock Options	4,833,761	\$ 64.29	34,361,855
Incentive Performance Unit Awards (Note 2)	285,500	N/A	
1996 Executive Incentive Award Plan Incentive Awards		N/A	(Note 5)
Employee Stock Purchase Plan (Note 6)			1,168,517
1992 Director Share Incentive Plan		N/A	367,268
Total approved by security holders	14,830,802		37,842,957
<b>Equity compensation plans not approved by security holders (Note 7)</b>			
Former National City Corporation Stock Option Plans	1,743,711	\$ 636.31	
Former National City Corporation Deferred Compensation Plan	34,140		(Note 8)
Former National City Corporation Restricted Stock Units	1,646		
Former Sterling Financial Corporation Stock Option Plan	165,357	\$ 66.83	
Total not approved by security holders	1,944,854		
<b>Total</b>	<b>16,775,656</b>		<b>37,842,957</b>
N/A	not applicable		

*Note 1* After shareholder approval of the 2006 Incentive Award Plan at the 2006 annual meeting of PNC's shareholders on April 25, 2006 (see Note 3 below), no further grants were permitted under the 1997 Long-Term Incentive Award Plan, other than for the exercise of reload or performance unit rights. As of December 31, 2008, the number of remaining shares reserved under this plan for that purpose was 1,945,317.

*Note 2* These incentive performance unit awards provide for the issuance of shares of common stock (up to a target number of shares) based on the degree to which corporate performance goals established by the Personnel and Compensation Committee (Committee) have been achieved, and, if a premium level of such performance is achieved, for further payment in cash. The numbers in column (a) of this table for these awards reflect the maximum number of shares that could be issued pursuant to grants outstanding at December 31, 2008 upon achievement of the performance goals and other conditions of the grants. Grants under the 1997 Long-Term Incentive Award Plan were made in the first quarter of 2006. Grants under the 2006 Incentive Award Plan were made in the first quarter of 2007 and the first quarter of 2008.

*Note 3* The 2006 Incentive Award Plan was adopted by the Board on February 15, 2006 and approved by the PNC shareholders at the 2006 annual meeting on April 25, 2006. The plan initially authorized up to 40,000,000 shares of common stock for issuance under the plan, subject to adjustment in certain circumstances. If and to the extent that options and SARs granted under the plan, or granted under the prior plan and outstanding on the approval date of the plan, terminate, expire or are cancelled, forfeited, exchanged or surrendered after the effective date of the plan without being exercised or if any share awards, share units, dividend equivalents or other share-based awards are forfeited or terminated, or otherwise not paid in full, after the effective date of the plan, the shares subject to such grants become available again for purposes of the plan.

*Note 4* Under the 2006 Incentive Award Plan, awards or portions of awards that, by their terms, are payable only in cash do not reduce the number of shares that remain available for issuance under the plan (the number in column (c)). During 2008, a total of 371,302 cash-payable share units plus cash-payable dividend equivalents with respect to 91,449 of those share units were granted under the plan. This number includes the cash-payable portion of the 2008 incentive performance unit award grants described in Note 2 above, an incremental change in the cash-payable portion of the 2007 incentive performance unit award grants described above, a separate 2008 incentive performance unit award grant payable solely in cash, and 2008 grants of restricted share units (some of which

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include rights to dividend equivalents) payable solely in cash. Payments are subject to the conditions of the individual grants, including, where applicable, the achievement of any performance goals established for such grants. The comparable amount for 2007 was 189,581 cash-payable share units plus cash-payable dividend equivalents with respect to 68,288 share-payable restricted share units.

*Note 5* The 1996 Executive Incentive Award Plan is a shareholder-approved plan that enables PNC to pay annual bonuses to its senior executive officers based upon the achievement of specified levels of performance. The plan as amended and restated as of January 1, 2007 was adopted by the Board on February 14, 2007 and approved by the PNC shareholders at the 2007 annual meeting on April 24, 2007. The plan does not specify a fixed share amount for awards under the plan. Rather, it provides for maximum bonus awards for a given period (generally a year) for each individual plan participant of 0.2% of incentive income for that period. Incentive income is based on PNC's consolidated pre-tax net income as further adjusted for the impact of changes in tax law, extraordinary items, discontinued operations, acquisition and merger integration costs, and for the impact of PNC's obligation to fund certain BlackRock long-term incentive programs. Although the size of awards under the plan is dollar-denominated, payment may be made in cash, in stock, or in a combination of cash and stock.

During 2008, PNC paid a portion of annual bonuses awarded under this plan for 2007 performance in the form of restricted stock. PNC has reduced the number of shares available for issuance under its 2006 Incentive Award Plan (as reflected in the number under column (c) for that plan) for this restricted stock.



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*Note 6 The Employee Stock Purchase Plan became effective in February 1997. The purchase price for shares sold under the plan represents 95% of the fair market value on the last day of each six-month offering period. The number under column (c) for the plan reflects the number of shares remaining unsold under the 1997 plan after completion of sales for the last six-month offering period pursuant to that plan ending December 31, 2008. The 1997 plan was replaced by an amended and restated plan of the same name effective for offering periods beginning on or after January 1, 2009. The 2009 plan will be presented to the PNC shareholders for approval at the 2009 annual meeting.*

*Note 7 The plans in this section of the table reflect awards under pre-acquisition plans of National City Corporation and Sterling Financial Corporation, respectively. National City was merged into PNC on December 31, 2008 and Sterling was merged into PNC on April 4, 2008. Pursuant to the respective merger agreements for these acquisitions, common shares of National City or Sterling, as the case may be, issuable upon the exercise or settlement of various equity awards granted under the National City or Sterling plans were converted into corresponding awards covering PNC common stock. Additional information regarding these plans is included in Note 16 Stock-Based Compensation Plans in the Notes To Consolidated Financial Statements in Item 8 of this Report.*

*Note 8 The National City Corporation 2004 Deferred Compensation Plan provided eligible employees the opportunity to defer the receipt of cash compensation which would have otherwise been received as salary, as variable pay, or as an incentive award and provided participants with nonelective deferred compensation. The plan was frozen as to new deferral elections and nonelective deferred compensation in December 2008. Deferred compensation already in the plan at that time, or contributed to the plan pursuant to previous deferral elections, is credited with gains or losses based upon investment options made available from time to time, and, as such, there is no weighted-average exercise price. The plan does not limit the number of shares that may be issued for the plan.*

**ITEM 13 CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE**

The information required by this item is included under the captions Transactions with Related Persons, Indemnification, and Advancement of Costs and Corporate Governance At PNC Director Independence in our Proxy Statement to be filed for the 2009 annual meeting of shareholders and is incorporated herein by reference.

**ITEM 14 PRINCIPAL ACCOUNTING FEES AND SERVICES**

The information required by this item is included under the caption Item 3 Ratification of the Audit Committee s Selection of PricewaterhouseCoopers LLP as the Independent Registered Public Accounting Firm for 2009 in our Proxy Statement to be filed for the 2009 annual meeting of shareholders and is incorporated herein by reference.

**PART IV**

**ITEM 15 EXHIBITS, FINANCIAL STATEMENT SCHEDULES**

**FINANCIAL STATEMENTS, FINANCIAL STATEMENT SCHEDULES**

Our consolidated financial statements required in response to this Item are incorporated by reference from Item 8 of this Report.

Audited consolidated financial statements of BlackRock, Inc. ( BlackRock ) as of December 31, 2008 and 2007 and for each of the three years ended December 31, 2008, are incorporated herein by reference to Item 15 (a) (1) of BlackRock s 2008 Annual Report on Form 10-K (Commission File Number 001-33099).

The report of our former independent registered public accounting firm follows:

**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

To the Board of Directors and Shareholders of

The PNC Financial Services Group, Inc.

Pittsburgh, Pennsylvania

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We have audited the accompanying consolidated statements of income, shareholders' equity, and cash flows of The PNC Financial Services Group, Inc. and subsidiaries (the Company) for the year ended December 31, 2006. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, such consolidated financial statements present fairly, in all material respects, the results of operations and cash flows of The PNC Financial Services Group, Inc. and subsidiaries for the year ended December 31, 2006, in conformity with accounting principles generally accepted in the United States of America.

As discussed in Note 1 to the consolidated financial statements, the Company adopted Statement of Financial Accounting Standard No. 158, *Employers' Accounting for Defined Benefit Pension and Other Postretirement Plans* — an amendment of FASB Statements No. 87, 88, 106, and 132(R) as of December 31, 2006.

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As discussed in Note 1 to the consolidated financial statements, the accompanying consolidated statement of cash flows for the year ended December 31, 2006 has been restated.

As a result of the transaction discussed in Note 2 to the consolidated financial statements, the Company no longer consolidates BlackRock, Inc. ( BlackRock ). Beginning September 30, 2006, the Company recognized its investment in BlackRock using the equity method of accounting.

/s/ Deloitte & Touche LLP

Pittsburgh, Pennsylvania

March 1, 2007 (February 4, 2008 as to the effects of the restatement discussed in Note 1)

**EXHIBITS**

Our exhibits listed on the Exhibit Index on pages E-1 through E-7 of this Form 10-K are filed with this Report or are incorporated herein by reference.

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**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

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

*(Registrant)*

By: /s/ Richard J. Johnson  
Richard J. Johnson  
Chief Financial Officer  
March 2, 2009

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of The PNC Financial Services Group, Inc. and in the capacities indicated on March 2, 2009.

Signature	Capacities
/s/ James E. Rohr  James E. Rohr	Chairman, Chief Executive Officer and Director (Principal Executive Officer)
/s/ Richard J. Johnson  Richard J. Johnson	Chief Financial Officer (Principal Financial Officer)
/s/ Samuel R. Patterson  Samuel R. Patterson	Controller (Principal Accounting Officer)
* Richard O. Berndt; Charles E. Bunch; Paul W. Chellgren; Robert N. Clay; George A. Davidson, Jr.; Kay Coles James; Richard B. Kelson; Bruce C. Lindsay; Anthony A. Massaro; Jane G. Pepper; Donald J. Shepard; Lorene K. Steffes; Dennis F. Strigl; Stephen G. Thieke; Thomas J. Usher; George H. Walls, Jr.; and Helge H. Wehmeier	Directors
*By: /s/ George P. Long, III George P. Long, III, Attorney-in-Fact, pursuant to Powers of Attorney filed herewith	

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Exhibit No.	Description	Method of Filing +
2.1	Agreement and Plan of Merger, dated as of October 24, 2008, by and between the Corporation and National City Corporation	Incorporated herein by reference to Exhibit 2.1 of the Corporation's Current Report on Form 8-K filed October 30, 2008
3.1	Articles of Incorporation of the Corporation, as amended effective as of January 2, 2009	Filed herewith
3.2	By-Laws of the Corporation, as amended and restated effective as of February 12, 2009	Incorporated herein by reference to Exhibit 3.2 of the Corporation's Current Report on Form 8-K filed February 19, 2009
4.1	There are no instruments with respect to long-term debt of the Corporation and its subsidiaries that involve securities authorized under the instrument in an amount exceeding 10 percent of the total assets of the Corporation and its subsidiaries on a consolidated basis. The Corporation agrees to provide the SEC with a copy of instruments defining the rights of holders of long-term debt of the Corporation and its subsidiaries on request.	
4.2	Terms of \$1.80 Cumulative Convertible Preferred Stock, Series A	Incorporated herein by reference to Exhibit 3.1 hereof
4.3	Terms of \$1.80 Cumulative Convertible Preferred Stock, Series B	Incorporated herein by reference to Exhibit 3.1 hereof
4.4	Terms of \$1.60 Cumulative Convertible Preferred Stock, Series C	Incorporated herein by reference to Exhibit 3.1 hereof
4.5	Terms of \$1.80 Cumulative Convertible Preferred Stock, Series D	Incorporated herein by reference to Exhibit 3.1 hereof
4.6	Terms of 7.00% Non-Cumulative Preferred Stock, Series H	Incorporated herein by reference to Exhibit 3.1 hereof
4.7	Terms of Fixed-to-Floating Rate Non-Cumulative Perpetual Preferred Stock, Series I	Incorporated herein by reference to Exhibit 3.1 hereof
4.8	Terms of Fixed-to-Floating Rate Non-Cumulative Perpetual Preferred Stock, Series J	Incorporated herein by reference to Exhibit 3.1 hereof
4.9	Terms of Fixed-to-Floating Non-Cumulative Perpetual Preferred Stock, Series K	Incorporated herein by reference to Exhibit 3.1 hereof
4.10	Terms of 9.875% Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series L	Incorporated herein by reference to Exhibit 3.1 hereof
4.11	Terms of Non-Cumulative Perpetual Preferred Stock, Series M	Incorporated herein by reference to Exhibit 3.1 hereof
4.12	Terms of Fixed Rate Cumulative Perpetual Preferred Stock, Series N	Incorporated herein by reference to Exhibit 3.1 hereof
4.13	Warrant for Purchase of Shares of PNC Common Stock	Incorporated herein by reference to Exhibit 4.2 of the Corporation's Current Report on Form 8-K filed January 2, 2009
4.14	Letter Agreement dated December 31, 2008 by and between the Corporation and the United States Department of the Treasury	Incorporated herein by reference to Exhibit 10.1 of the Corporation's Current Report on Form 8-K filed January 2, 2009

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4.15	First Supplemental Indenture, dated as of January 29, 2008, between National City Corporation, as Issuer, and The Bank of New York Trust Company, N.A., as Trustee, related to the issuance of 4.0% Convertible Senior Notes due 2011	Incorporated herein by reference to Exhibit 4.2 of the Current Report on Form 8-K filed by National City Corporation (Commission File No. 001-10074) on February 4, 2008
4.16	Second Supplemental Indenture, dated as of December 31, 2008, between the Corporation and The Bank of New York evidencing the succession of the Corporation to National City	Filed herewith
4.17	Deposit Agreement dated January 30, 2008 by and among National City Corporation, Wilmington Trust Company, National City Bank as Transfer Agent and Registrar, and all holders from time to time of Receipts issued pursuant thereto	Incorporated herein by reference to Exhibit 4.2 of the Form 8-A filed by National City Corporation on January 30, 2008
4.18	Letter Agreement dated as of December 31, 2008 between the Corporation and Wilmington Trust Company	Incorporated herein by reference to Exhibit 4.4 of the Corporation's Form 8-A filed December 31, 2008
4.19	Stock Purchase Contract between National City Corporation and National City Preferred Capital Trust I acting through the Bank of New York Trust Company, N.A. as Property Trustee, dated January 30, 2008	Incorporated herein by reference to Exhibit 4.7 of the Form 8-A filed by National City Corporation (Commission File No. 001-10074) on January 30, 2008
4.20	Form of PNC Bank, National Association Global Bank Note for Fixed Rate Global Senior Bank Note with Maturity of more than Nine Months from Date of Issuance	Incorporated herein by reference to Exhibit 4.9 of the Corporation's Quarterly Report on Form 10-Q for the quarter ended September 30, 2004 ( 3 <sup>rd</sup> Quarter 2004 Form 10-Q )
4.21	Form of PNC Bank, National Association Global Bank Note for Floating Rate Global Senior Bank Note with Maturity of more than Nine Months from Date of Issuance	Incorporated herein by reference to Exhibit 4.10 of the Corporation's 3 <sup>rd</sup> Quarter 2004 Form 10-Q
4.22	Form of PNC Bank, National Association Global Bank Note for Fixed Rate Global Subordinated Bank Note with Maturity of more than Nine Months from Date of Issuance	Incorporated herein by reference to Exhibit 4.11 of the Corporation's 3 <sup>rd</sup> Quarter 2004 Form 10-Q
4.23	Form of PNC Bank, National Association Global Bank Note for Floating Rate Global Subordinated Bank Note with Maturity of more than Nine Months from Date of Issuance	Incorporated herein by reference to Exhibit 4.12 of the Corporation's 3 <sup>rd</sup> Quarter 2004 Form 10-Q
4.24	Exchange Agreement, dated March 29, 2007, by and among the Corporation, PNC Bank, National Association, and PNC Preferred Funding Trust II	Incorporated herein by reference to Exhibit 4.16 of the Corporation's Current Report on Form 8-K filed March 30, 2007
4.25	First Supplemental Indenture, dated as of February 13, 2008, between the Corporation and The Bank of New York.	Incorporated herein by reference to Exhibit 4.4 of the Corporation's Current Report on Form 8-K filed February 13, 2008
4.26	Exchange Agreement, dated February 14, 2008, by and among the Corporation, PNC Bank, National Association, and PNC Preferred Funding Trust III	Incorporated herein by reference to Exhibit 99.1 of the Corporation's Current Report on Form 8-K filed February 19, 2008
10.1	The Corporation's Supplemental Executive Retirement Plan, as amended and restated	Incorporated herein by reference to Exhibit 10.1 of the Corporation's Quarterly Report on Form 10-Q for the quarter ended June 30, 2004 ( 2 <sup>nd</sup> Quarter 2004 Form 10-Q )*
10.2	The Corporation's Supplemental Executive Retirement Plan, as amended and restated effective January 1, 2009	Filed herewith*
10.3	The Corporation's ERISA Excess Pension Plan, as amended and restated	Incorporated herein by reference to Exhibit 10.2 of the Corporation's 2 <sup>nd</sup> Quarter 2004 Form 10-Q*

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10.4	The Corporation's ERISA Excess Pension Plan, as amended and restated effective January 1, 2009	Filed herewith*
10.5	The Corporation's Key Executive Equity Program, as amended and restated	Incorporated herein by reference to Exhibit 10.3 of the Corporation's 2 <sup>nd</sup> Quarter 2004 Form 10-Q*
10.6	The Corporation's Key Executive Equity Program, as amended and restated effective January 1, 2009	Filed herewith*
10.7	The Corporation's Supplemental Incentive Savings Plan, as amended and restated	Incorporated herein by reference to Exhibit 10.4 of the Corporation's 2 <sup>nd</sup> Quarter 2004 Form 10-Q*
10.8	The Corporation's Supplemental Incentive Savings Plan, as amended and restated effective January 1, 2009	Incorporated herein by reference to Exhibit 4.3 to the Registration Statement on Form S-8 filed by the Corporation on January 22, 2009*
10.9	The Corporation and Affiliates Deferred Compensation Plan, as amended and restated	Incorporated herein by reference to Exhibit 10.7 of the Corporation's 2 <sup>nd</sup> Quarter 2004 Form 10-Q*
10.10	The Corporation and Affiliates Deferred Compensation Plan, as amended and restated effective January 1, 2009	Incorporated herein by reference to Exhibit 4.5 to the Registration Statement on Form S-8 filed by the Corporation on January 22, 2009*
10.11	AJCA transition amendments to the Corporation's Supplemental Incentive Savings Plan and the Corporation and Affiliates Deferred Compensation Plan	Incorporated herein by reference to Exhibit 10.8 of the Corporation's Annual Report on Form 10-K for the year ended December 31, 2005 ( 2005 Form 10-K )*
10.12	Further AJCA transition amendments to the Corporation and Affiliates Deferred Compensation Plan	Filed herewith*
10.13	The Corporation's 2006 Incentive Award Plan, as amended and restated	Incorporated herein by reference to Exhibit 10.53 of the Corporation's Quarterly Report on Form 10-Q for the quarter ended March 31, 2008*
10.14	The Corporation's 1997 Long-Term Incentive Award Plan, as amended and restated	Incorporated herein by reference to Exhibit 10.5 of the Corporation's 2 <sup>nd</sup> Quarter 2004 Form 10-Q*
10.15	The Corporation's 1996 Executive Incentive Award Plan, as amended and restated effective as of January 1, 2007	Incorporated herein by reference to Exhibit 10.10 of the Corporation's Annual Report on Form 10-K for the year ended December 31, 2007 ( 2007 Form 10-K )*
10.16	1992 Director Share Incentive Plan	Incorporated herein by reference to Exhibit 10.11 of the 2007 Form 10-K*
10.17	The Corporation's Directors Deferred Compensation Plan, as amended and restated	Incorporated herein by reference to Exhibit 10.12 of the Corporation's Quarterly Report on Form 10-Q for the quarter ended March 31, 2004 ( 1 <sup>st</sup> Quarter 2004 Form 10-Q )*
10.18	The Corporation's Directors Deferred Compensation Plan, effective as of January 1, 2008	Incorporated herein by reference to Exhibit 10.14 of the Corporation's 2007 Form 10-K*
10.19	The Corporation's Outside Directors Deferred Stock Unit Plan, as amended and restated	Incorporated herein by reference to Exhibit 10.13 of the Corporation's 1 <sup>st</sup> Quarter 2004 Form 10-Q*
10.20	The Corporation's Outside Directors Deferred Stock Unit Plan, effective as of January 1, 2008	Incorporated herein by reference to Exhibit 10.15 of the Corporation's 2007 Form 10-K*
10.21	Amended and Restated Trust Agreement between PNC Investment Corp., as settlor, and Hershey Trust Company, as trustee	Incorporated herein by reference to Exhibit 10.35 of the Corporation's Quarterly Report on Form 10-Q for the quarter ended September 30, 2005 ( 3 <sup>rd</sup> Quarter 2005 Form 10-Q )*

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10.22	Trust Agreement between PNC Investment Corp., as settlor, and PNC Bank, National Association, as trustee	Incorporated herein by reference to Exhibit 10.34 of the Corporation's 3 <sup>rd</sup> Quarter 2005 Form 10-Q*
10.23	The Corporation's Employee Stock Purchase Plan, as amended and restated	Incorporated herein by reference to Exhibit 10.18 of the Corporation's 2007 Form 10-K
10.24	The Corporation's Employee Stock Purchase Plan, as amended and restated as of January 1, 2009	Incorporated herein by reference to Exhibit 4.5 to the Registration Statement on Form S-8 filed by the Corporation on December 31, 2008
10.25	Forms of employee stock option, restricted stock, restricted deferral, and incentive share agreements	Incorporated herein by reference to Exhibit 10.30 of the Corporation's 3 <sup>rd</sup> Quarter 2004 Form 10-Q*
10.26	2005 forms of employee stock option, restricted stock and restricted deferral agreements	Incorporated herein by reference to Exhibit 10.28 of the Corporation's Annual Report on Form 10-K for the year ended December 31, 2004 ( 2004 Form 10-K )*
10.27	2006 forms of employee stock option, restricted stock and restricted deferral agreements	Incorporated herein by reference to Exhibit 10.17 of the Corporation's 2005 Form 10-K*
10.28	Forms of employee stock option and restricted stock agreements under 2006 Incentive Award Plan	Incorporated by reference to Exhibit 10.40 of the Corporation's Quarterly Report on Form 10-Q for the quarter ended June 30, 2006*
10.29	2006 forms of employee incentive performance unit and senior officer change in control severance agreements	Incorporated herein by reference to Exhibit 10.20 of the Corporation's Annual Report on Form 10-K for the year ended December 31, 2006 as filed on March 1, 2007 ( 2006 Form 10-K )*
10.30	2007 forms of employee stock option and restricted stock agreements	Incorporated herein by reference to Exhibit 10.21 of the Corporation's 2006 Form 10-K*
10.31	2006-2007 forms of employee incentive performance units agreements	Incorporated herein by reference to Exhibit 10.51 of the Corporation's Quarterly Report on Form 10-Q for the quarter ended June 30, 2007 ( 2 <sup>nd</sup> Quarter 2007 Form 10-Q )*
10.32	2008 forms of employee stock option and restricted stock/share unit agreements	Incorporated herein by reference to Exhibit 10.26 of the Corporation's 2007 Form 10-K*
10.33	2008 forms of employee performance units agreements	Filed herewith*
10.34	Form of employee stock option agreement with varied vesting schedule or circumstances	Incorporated herein by reference to Exhibit 10.50 of the Corporation's Current Report on Form 8-K filed April 18, 2008*
10.35	Form of employee restricted stock agreement with varied vesting schedule or circumstances	Incorporated herein by reference to Exhibit 10.51 of the Corporation's Current Report on Form 8-K filed April 18, 2008*
10.36	Form of employee stock option agreement with performance vesting schedule	Incorporated herein by reference to Exhibit 10.54 of the Corporation's Quarterly Report on Form 10-Q for the quarter ended June 30, 2008*
10.37	Forms of director stock option and restricted stock agreements	Incorporated herein by reference to Exhibit 10.32 of the Corporation's 3 <sup>rd</sup> Quarter 2004 Form 10-Q*
10.38	2005 form of director stock option agreement	Incorporated herein by reference to Exhibit 10.33 of the Corporation's Quarterly Report on Form 10-Q for the quarter ended March 31, 2005*



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10.39	Form of time sharing agreements between the Corporation and certain executives	Filed herewith*
10.40	Form of Change in Control Employment Agreements	Incorporated herein by reference to Exhibit 99.1 of the Corporation's Current Report on Form 8-K filed September 12, 2008*
10.41	Form of former senior officer change in control severance agreement	Incorporated herein by reference to Exhibit 10.17 of the Corporation's Annual Report on Form 10-K for the year ended December 31, 1996*
10.42	Forms of first amendment to former senior officer change in control severance agreements	Incorporated herein by reference to Exhibit 10.9 of the Corporation's Annual Report on Form 10-K for the year ended December 31, 2000*
10.43	Forms of second amendment to former senior officer change in control severance agreements	Incorporated herein by reference to Exhibit 10.15 of the Corporation's Quarterly Report on Form 10-Q for the quarter ended September 30, 2001*
10.44	Forms of third amendment to former senior officer change in control severance agreements	Incorporated herein by reference to Exhibit 10.26 of the Corporation's 1st Quarter 2004 Form 10-Q*
10.45	Form of former other officer change in control severance agreements	Incorporated herein by reference to Exhibit 10.31 of the 3rd Quarter 2004 Form 10-Q*
10.46	The National City Corporation 2004 Deferred Compensation Plan, as amended and restated effective January 1, 2005	Incorporated herein by reference to Exhibit 10.35 to National City Corporation's Quarterly Report on Form 10-Q for the quarter ended March 31, 2006
10.47	BlackRock, Inc. 2002 Long-Term Retention and Incentive Plan	Incorporated herein by reference to the Quarterly Report on Form 10-Q of BlackRock Holdco 2, Inc. (Commission File No. 001-15305) for the quarter ended September 30, 2002 ( BlackRock Holdco 2 3rd Quarter 2002 Form 10-Q )
10.48	First Amendment to the BlackRock, Inc. 2002 Long-Term Retention and Incentive Plan	Incorporated herein by reference to the Quarterly Report on Form 10-Q of BlackRock Holdco 2, Inc. (Commission File No. 001-15305) for the quarter ended March 31, 2004
10.49	Second Amendment to the BlackRock, Inc. 2002 Long-Term Retention and Incentive Plan	Incorporated herein by reference to the Annual Report on Form 10-K of BlackRock Holdco 2, Inc. (Commission File No. 001-15305) for the year ended December 31, 2004
10.50	Share Surrender Agreement, dated October 10, 2002, among BlackRock, Inc., PNC Asset Management, Inc., and the Corporation	Incorporated herein by reference to the BlackRock Holdco 2 3rd Quarter 2002 Form 10-Q
10.51	First Amendment, dated as of February 15, 2006, to the Share Surrender Agreement among BlackRock, Inc., PNC Bancorp, Inc. and the Corporation	Incorporated herein by reference to the Current Report on Form 8-K of BlackRock Holdco 2, Inc. (Commission File No. 001-15305) filed February 22, 2006 ( BlackRock Holdco 2 February 22, 2006 Form 8-K )
10.52	Second Amendment to Share Surrender Agreement made and entered into as of June 11, 2007 by and between the Corporation, BlackRock, Inc., and PNC Bancorp, Inc.	Incorporated herein by reference to Exhibit 10.50 of the Corporation's Current Report on Form 8-K filed June 14, 2007

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10.53	Implementation and Stockholder Agreement, dated as of February 15, 2006, among BlackRock, Inc., New Boise, Inc. and the Corporation	Incorporated herein by reference to the BlackRock Holdco 2 February 22, 2006 Form 8-K
10.54	Exchange Agreement by and between the Corporation and BlackRock, Inc. dated as of December 26, 2008	Incorporated herein by reference to Exhibit 10.2 of the Current Report on Form 8-K of BlackRock, Inc. (Commission File No. 001-33099) filed December 29, 2008
10.55	PNC Bank, National Association US \$20,000,000,000 Global Bank Note Program for the Issue of Senior and Subordinated Bank Notes with Maturities of more than Nine Months from Date of Issue Distribution Agreement dated July 30, 2004	Incorporated herein by reference to Exhibit 10.29 of the Corporation's 3 <sup>rd</sup> Quarter 2004 Form 10-Q
10.56	Agreement and Plan of Merger dated as of October 24, 2008 by and between the Corporation and National City Corporation	Incorporated herein by reference to Exhibit 2.1 of the Corporation's Current Report on Form 8-K filed October 30, 2008
10.57	Warrant for Purchase of Shares of PNC Common Stock	Incorporated herein by reference to Exhibit 4.2 of the Corporation's Current Report on Form 8-K filed January 2, 2009
10.58	Letter Agreement dated December 31, 2008 by and between the Corporation and the United States Department of the Treasury	Incorporated herein by reference to Exhibit 10.1 of the Corporation's Current Report on Form 8-K filed January 2, 2009
12.1	Computation of Ratio of Earnings to Fixed Charges	Filed herewith
12.2	Computation of Ratio of Earnings to Fixed Charges and Preferred Dividends	Filed herewith
21	Schedule of Certain Subsidiaries of the Corporation	Filed herewith
23.1	Consent of PricewaterhouseCoopers LLP, the Corporation's Independent Registered Public Accounting Firm	Filed herewith
23.2	Consent of Deloitte & Touche LLP, the Corporation's former Independent Registered Public Accounting Firm	Filed herewith
23.3	Consent of Deloitte & Touche LLP, Independent Registered Public Accounting Firm of BlackRock, Inc.	Filed herewith
24	Powers of Attorney	Filed herewith
31.1	Certification of Chairman and Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002	Filed herewith
31.2	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002	Filed herewith
32.1	Certification of Chairman and Chief Executive Officer pursuant to 18 U.S.C. Section 1350	Filed herewith
32.2	Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350	Filed herewith

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99.1	Form of Order of the Securities and Exchange Commission Instituting Public Administrative Procedures Pursuant to Section 8A of the Securities Act of 1933 and 21C of the Securities Exchange Act of 1934, Making Findings and Imposing Cease-and-Desist Order	Incorporated herein by reference to Exhibit 99.3 of the Corporation's Current Report on Form 8-K dated and filed July 18, 2002
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+ Incorporated document references to filings by the Corporation are to SEC File No. 001-09718, to filings by National City Corporation are to SEC File No. 001-10074, to filings by BlackRock through its second quarter 2006 Form 10-Q are to BlackRock Holdco 2, Inc. SEC File No. 001-15305, and to filings by BlackRock, Inc. are to SEC File No. 001-33099.

\* Denotes management contract or compensatory plan.

You can obtain copies of these Exhibits electronically at the SEC's website at [www.sec.gov](http://www.sec.gov) or by mail from the Public Reference Section of the SEC, at 100 F Street, N.E., Washington, D.C. 20549 at prescribed rates. The Exhibits are also available as part of this Form 10-K on or through PNC's corporate website at [www.pnc.com/secfilings](http://www.pnc.com/secfilings) under Form 10-K. Shareholders and bondholders may also obtain copies without charge by contacting Shareholder Relations at (800) 843-2206 or via e-mail at [investor.relations@pnc.com](mailto:investor.relations@pnc.com).