
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

January 6, 2012
Date of Report (date of earliest event reported)

THE PNC FINANCIAL SERVICES GROUP, INC.
(Exact name of registrant as specified in its charter)

Pennsylvania
(State or other jurisdiction of
incorporation or organization)

001-09718
(Commission File Number)

25-1435979
(I.R.S. Employer
Identification Number)

One PNC Plaza
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))
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Item 8.01 Other Events.

On July 27, 2011, The PNC Financial Services Group, Inc. (the "Corporation") completed the public offering of 1,000,000 depositary shares each representing a 1/100th ownership interest in a share of the Corporation's Fixed-to-Floating Rate Non-Cumulative Perpetual Preferred Stock, Series O, \$1.00 par value, pursuant to a Registration Statement on Form S-3ASR (File Nos. 333-164364 and 333-164364-01) (the "Registration Statement").

On September 19, 2011, PNC Funding Corp, an indirect, wholly owned subsidiary of the Corporation, completed the public offering of \$1,250,000,000 aggregate principal amount of its 2.70% Senior Notes due September 19, 2016, unconditionally guaranteed by the Corporation pursuant to the Registration Statement.

This Current Report on Form 8-K is being filed for the purpose of filing the attached exhibits as exhibits to the Registration Statement and such exhibits are hereby incorporated by reference into the Registration Statement.

Item 9.01. Financial Statements and Exhibits.

- (d) Exhibits. The exhibits listed on the Exhibit Index accompanying this Form 8-K are filed herewith.

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.

THE PNC FINANCIAL SERVICES GROUP, INC.
(Registrant)

Date: January 6, 2012

By: /s/ Gregory H. Kozich
Gregory H. Kozich
Senior Vice President and Controller

EXHIBIT INDEX

<u>Number</u>	<u>Description</u>	<u>Method of Filing</u>
5.1	Opinion of George P. Long, III	Filed herewith
23.1	Consent of George P. Long, III	Included in Exhibit 5.1

January 6, 2012

The PNC Financial Services Group, Inc.
249 Fifth Avenue
Pittsburgh, Pennsylvania 15222-2707

Ladies and Gentlemen:

I have acted as counsel to The PNC Financial Services Group, Inc., a Pennsylvania corporation (the "Corporation") and its wholly owned subsidiary, PNC Funding Corp (the "Company"), in connection with (i) the issuance and sale on July 27, 2011 of 1,000,000 depository shares (the "Depository Shares"), with each share representing a 1/100th ownership interest in a share of the Corporation's Fixed-to-Floating Rate Non-Cumulative Perpetual Preferred Stock, Series O, \$1.00 par value (the "Preferred Stock"), pursuant to a Registration Statement on Form S-3ASR (File Nos. 333-164364 and 333-164364-01) filed jointly by the Corporation and the Company (the "Registration Statement") and the Deposit Agreement, dated as of July 27, 2011, among the Corporation, Computershare Trust Company, N.A., Computershare Inc., and the holders from time to time of the depository receipts described therein (the "Deposit Agreement") and (ii) the issuance and sale on September 19, 2011 of \$1,250,000,000 aggregate principal amount of the Company's 2.70% Senior Notes due September 19, 2016 (the "Senior Notes"), unconditionally guaranteed by the Corporation (the "Guarantees"), pursuant to the Registration Statement.

In rendering this opinion, I have examined such corporate records and other documents, and have reviewed such matters of law, as I, or attorneys under my supervision, have deemed necessary or appropriate. In rendering this opinion, I have relied upon oral and written representations of officers of the Company and Corporation and certificates of officers of the Company and Corporation and public officials with respect to the accuracy of the factual matters addressed in such representations and certificates. In addition, in rendering this opinion, I have assumed the genuineness of all signatures or instruments relied upon by me, and the conformity of certified copies submitted to me with the original documents to which such certified copies relate.

I express no opinion as to the laws of any jurisdiction other than the federal laws of the United States and the laws of the Commonwealth of Pennsylvania.

Based on and subject to the foregoing, I am of the opinion that:

1. The shares of Preferred Stock represented by the Depository Shares, when issued and sold, were validly issued, fully paid and non-assessable.
2. The Depository Shares, when issued and sold, were validly issued and since their issuance, the holders of the Depository Shares have been, and are entitled to, the rights specified in the Depository Agreement.
3. Since issuance, the Senior Notes and the Guarantees have been and are the legal, valid and binding obligations of the Company and the Corporation, respectively, and, since issuance, have been and are enforceable against the Company and the Corporation, respectively, in accordance with their respective terms, except as such enforceability may be limited by applicable bankruptcy, insolvency, receivership, readjustment of debt, fraudulent conveyance, reorganization, moratorium and other similar laws relating to or affecting creditors' rights generally or general equitable principles (whether considered in a proceeding in equity or at law).

I hereby consent to the filing of a copy of this opinion as Exhibit 5.1 to a Current Report on Form 8-K of the Corporation filed with the Securities and Exchange Commission and thereby incorporated by reference into the Registration Statement. In giving such consent, I do not thereby admit that I am in the category of persons whose consent is required under Section 7 of the Securities Act of 1933, as amended, or the rules and regulations thereunder.

Very truly yours,

/s/ George P. Long III

George P. Long, III
Chief Governance Counsel and Corporate Secretary
The PNC Financial Services Group, Inc.