

**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**

**October 9, 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))

Item 8.01 Other Events.

Pursuant to the Underwriting Agreement, dated September 14, 2012 (the "Agreement"), with Morgan Stanley & Co. LLC, Citigroup Global Markets Inc., J.P. Morgan Securities LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated and PNC Capital Markets LLC (collectively, "Underwriters"), on October 9, 2012, The PNC Financial Services Group, Inc. issued 1,200,000 Depositary Shares each representing a 1/4,000th ownership interest in a share of 5.375% Non-Cumulative Perpetual Preferred Stock, Series Q (the "Series Q Preferred Stock") in satisfaction of an option granted to the Underwriters in the Agreement to cover over-allotments.

The Depositary Shares and the Series Q Preferred Stock have been registered under the Securities Act of 1933, as amended, by a registration statement on Form S-3 (File No. 333-164364) (the "Registration Statement"). The validity opinion with respect to the Depositary Shares and the Series Q Preferred Stock is being filed with this report and incorporated by reference into the Registration Statement.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits. The exhibit listed on the Exhibit Index accompanying this Form 8-K is 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.

Date: October 9, 2012

The PNC Financial Services Group, Inc.

By: /s/ Gregory H. Kozich

Name: Gregory H. Kozich

Title: 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).	Filed herewith

October 9, 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"), in connection with the issuance and sale on October 9, 2012 of 1,200,000 depository shares (the "Depository Shares"), with each share representing a 1/4,000th ownership interest in a share of the Corporation's 5.375 % Non-Cumulative Perpetual Preferred Stock, Series Q, \$1.00 par value (the "Preferred Stock"), pursuant to a Registration Statement on Form S-3ASR (File No. 333-164364) filed by the Corporation (the "Registration Statement") and the Deposit Agreement, dated as of September 21, 2012, 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").

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 Corporation and certificates of officers of the 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 (i) the shares of Preferred Stock represented by the Depository Shares are validly issued, fully paid and non-assessable and (ii) the Depository Shares are validly issued, fully paid and non-assessable and the holders of the Depository Shares are entitled to the rights specified in the Deposit Agreement.

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.