FORM	4
------	---

Check this box if no
longer subject to
Section 16. Form 4 or
Form 5 obligations
may continue. See
Instruction 1(b).

(D...)

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

OMB APPROVAL OMB Number: 3235-0287 Estimated average burden hours per response... 0.5

### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

(Find of Type Responses)													
1. Name and Address of Reporting Person <sup>*</sup> HANNON MICHAEL J		2. Issuer Name and PNC FINANCIA [PNC]					5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director						
ONE PNC PLAZA, 249 FIFTH AV		3. Date of Earliest T 01/03/2012	ransaction (1	Montl	h/Day/Yea	ar)	Executive vice Fies	sident					
(Street)	4. If Amendment, D	ate Original	Filed	(Month/Day/	/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting Person Form filed by More than One Reporting Person							
PITTSBURGH, PA 15222-2707	(7:)												
(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)				4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	Ownership Form:	Beneficial			
		(Month/Day/Year)	Code	v	Amount	(A) or (D)	Price	(Instr. 3 and 4)	Direct (D) or Indirect (I) (Instr. 4)	Ownership (Instr. 4)			
\$5 Par Common Stock	01/03/2012		M <mark>(1)</mark>		800	А	\$ 57.1	46,049	D				
\$5 Par Common Stock	01/03/2012		S <mark>(1)</mark>		800	D	\$ 59	45,249	D				
\$5 Par Common Stock								7,091 (2)	Ι	401(k) Plan			
\$5 Par Common Stock								136	Ι	UTMA by Spouse for Son/BR			
\$5 Par Common Stock								137	Ι	UTMA by Spouse for Son/CR			
\$5 Par Common Stock								7	I	UTMA by Self for Son/BM			
\$5 Par Common Stock								7	I	UTMA by Self for Son/SP			

Reminder: Report on a separate line for each class of securities beneficially owned directly or	indirectly.		
	in this form are	spond to the collection of information contained not required to respond unless the form ntly valid OMB control number.	SEC 1474 (9-02)

### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

-	(cist, puts, curis, wirrants, options, convertible securities)														
	2.		3A. Deemed	4.	5			6. Date Exerci	sable and	7. Title and	Amount	8. Price of	9. Number of		11. Nature
Derivative	Conversion	Date	Execution Date, if	Transacti	on N	Number J		Expiration Dat	te	of Underlying		Derivative	Derivative	Ownership	of Indirect
Security	or Exercise	(Month/Day/Year)	any	Code	0	f		(Month/Day/Y	ear)	Securities		Security	Securities	Form of	Beneficial
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	E	eriva	ative	` ·		(Instr. 3 and	14)	(Instr. 5)	Beneficially	Derivative	Ownership
	Derivative		· · · ·	. ,	S	ecuri	ities			``	·	` ´	Owned		(Instr. 4)
	Security						ired							Direct (D)	<b>、</b> ,
	Security					A) or							0	or Indirect	
							sed						Transaction(s)		
						13p0 f (D)								(Instr. 4)	
						nstr.							(1130.4)	(1130.4)	
						and									
					4	anu	15)				1				
											Amount				
								Date	Expiration		or				
										Title	Number				
								Exercisable	Date		of				
				Code	V (.	A)	(D)				Shares				
					(	'	. ,	1		I		4			

Employee												
Stock							\$5 Par					
Option	\$ 57.1	01/03/2012	M <mark>(1)</mark>	80	01/03/2003	01/03/2012	Common	800	\$ 0	799	D	
(Right-to-							Stock					
Buy)												

## **Reporting Owners**

		Relationships								
Reporting Owner Name / Address	Director	10% Owner	Officer	Other						
HANNON MICHAEL J ONE PNC PLAZA 249 FIFTH AVENUE PITTSBURGH, PA 15222-2707			Executive Vice President							

# Signatures

George P. Long, III Attorney-in-Fact for Michael J. Hannon	01/05/2012
-*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) Stock option exercise and sale of underlying shares pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on September 14, 2011.
- The amount of securities beneficially owned represents the number of shares of common stock indirectly held for the account of the reporting person under The PNC Financial Services Group, Inc. ("PNC") Incentive Savings Plan (the "ISP"). Shares of PNC common stock are not directly allocated to ISP participants, but instead are held in a unitized fund, approximately 98% of which consists of PNC common stock, and the remainder of which is invested in a money market fund. The amount of securities beneficially owned reflects 46 shares indirectly acquired for the account of the reporting person under the ISP in transactions exempt from reporting under Rule 16a-3(f)(1)(i)(B) that occurred subsequent to the date of the reporting
- (2) acquired for the account of the reporting person under the ISP in transactions exempt from reporting under Rule 16a-3(f)(1)(i)(B) that occurred subsequent to the date of the reporting person's most recent filing on Form 4 providing Table I information. The percentage of assets in the unitized fund investment option that are deemed to be invested in PNC common stock may vary from time to time.

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.