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

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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 or Section 30(h) of the Investment Company Act of 1940

PNC FINANCIAL SERVICES GROUP, INC.   PNC	(Print or Ty	pe Response	s)																	
ONE PINC PLAZA, 249 FIFTH AVENUE  (Street)  (Month/Day/Year)  (Month/Day/Year)	1. Name and Address of Reporting Person* JOHNSON RICHARD J					PNC FINANCIAL SERVICES GROUP, INC.							(Check all applicable)  Director 10% Owner  X Officer (give title below) Other (specify below)							
PITTSBURGH, PA 15222-2707  (City) (State) (Zip)  Table 1 - Non-Derivative Securities Acquired (A) or Disposed of (Distr. 3, 4 and 5)  A Transaction (State) (Distr. 4)  (Code V Amount (D) Price (Green)  (Ristr. 3)  A So 82,940  D Code V Amount (D) Price (D) (Instr. 4)  (Instr. 3)  Table I - Non-Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  A So 84,445  D D SEC 1474 (9-02)  Person field by Owner than Owner Reporting Person  Form field by Owner than Owner Reporting Person  Form field by Owner Reporting Person  Form field by Owner than Owner Acquired Conversible Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  A So 84,445  D D  Form field by Owner than Owner of Securities Securities Person Beneficially Owner of Indirect (D) (Instr. 4)  (Instr. 3)  A So 82,940  D D  Person field by Owner than Owner of Securities Person  Form field by Owner than Owner of Indirect (D) (Instr. 4)  (Instr. 4)  (Instr. 3)  Form field by Owner than Owner of Securities Acquired (A) or Disposed of (D) (Instr. 3)  A So 84,445  D D  Form field by Owner than Owner of Securities Person  Form field by Owner than Owner of Indirect (D) (Instr. 4)  (Ins	ONE PNC PLAZA, 249 FIFTH AVENUE				` · · · · · · · · · · · · · · · · · · ·								EVP & C	Chief Financi	al Officer					
1. Title of Security   2. Transaction   24. Deemed   Execution Date   (Instr. 3)   2. A beamed   Execution Date   (Instr. 3)   (Instr. 4)   (Inst					•							_X_ Form filed by One Reporting Person								
Date (Month/Day/Year)   Date (Month/Day/Year)   Date (Month/Day/Year)   Date (Month/Day/Year)   Date (Month/Day/Year)   Date (Instr. 3, 4 and 5)   Date (Month/Day/Year)   Date (Month/Day/Year)   Date (Instr. 3, 4 and 5)   Date (Month/Day/Year)	(City	)	(State)		(Zip)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficiall							Beneficially (	Owned						
S5 Par Common Stock 02/09/2012 A_LID 2,358 A S 0 82,940 D  Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Omned (e.g., puts, calls, warrants, options, convertible securities)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Omned (e.g., puts, calls, warrants, options, convertible securities)  II. Title of 2. Only 1 and 1 and 2 and 2 and 3 and 2 and 3 and 2 and 3	1.Title of Security (Instr. 3)		Date	Date		ution Date		Code (Instr. 8)		tion	(A) or Disposed or		of (D)	Beneficia Reported	cially Owned Following ed Transaction(s)		Ownership Form:	of Indi Benefi	Indirect neficial	
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.    Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.    Table II - Derivative Securities Acquired (e.g., puts, calls, warrants, options, convertible securities)						(IVIOI	iai Bayi 1	<u> </u>		ode	V	Amoun	\ /	Price				or Indirect		
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.  Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  1. Title of 2. Derivative Conversion Optically Original Conversion Optically Optical Conversion Optically Optical Conversion Optically Optical Conversion Optical Co	\$5 Par Co	ommon St	ock	02/09	9/2012				Α	(1)		2,358	A	\$ 0	82,940			D		
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  1. Title of Derivative Price of Derivative Security Security Security Security Security Security Security Securities Acquired (Month/Day/Year)    And Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)    And Derivative Securities (Month/Day/Year)   Date Security Securities (Instr. 3)   Date Security Securities (Instr. 4)   Date Security Secu	\$5 Par Co	\$5 Par Common Stock			9/2012			A	(1)		2,463	A	\$ 0	84,445	145		D			
1. Title of Derivative Security (Instr. 3)  Price of Derivative Security Security Security Security Security Security Security Security Security Securities Security Securities Security Securities Security Securities Security Securities Securi										quire	conta he fo	ained in orm dis sposed o	n this for splays a of, or Ben	rm ar curre eficia	e not requently valid	uired to res	pond unle	ss	147	4 (9-02)
Code V (A) (D) Shares		Conversion or Exercise Price of Derivative	Date	Year) E	A. Deemed Execution Date	4. Transaction Code		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)  Date Expiration		7. T Am Und Sec (Ins 4)	Amount or Number of	Derivative Security (Instr. 5)	Derivative Securities Beneficially Owned Following Reported Transaction(s	Owners Form o Derivat Securit Direct o or India (s) (I)	ship f tive y: (D)	of Indire Benefici Ownersh (Instr. 4)		
Renorting Owners	D	<i>'</i> ' 0					Code	V	(A)	(D)					Shares					

	Relationships								
Reporting Owner Name / Address	Director	10% Owner	Officer	Other					
JOHNSON RICHARD J ONE PNC PLAZA 249 FIFTH AVENUE PITTSBURGH, PA 15222-2707			EVP & Chief Financial Officer						

# **Signatures**

George P. Long, III Attorney-in-Fact for Richard J. Johnson	02/16/2012		
**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) This amendment corrects the amount of shares awarded on the original Form 4. The amount reported on the original filing was the "target" amount of shares and did not include the required reduction of 3.06% based on the total shareholder return for PNC for the year ended December 31, 2011, as described in the original footnote.

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.