FORM	4
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#### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

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#### 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

1. Name and Address of Reporting Perso ROHR JAMES E	2. Issuer Name PNC FINANO [PNC]					5. Relationship of Reporting Person(s) to Issuer (Check all applicable) _X_Director10% Owner X_Officer (give title below)Other (specify below) Chairman and CEO 6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting Person Form filed by More than One Reporting Person				
ONE PNC PLAZA, 249 FIFTH A	3. Date of Earlies 03/09/2012	st Transacti	on (M	Ionth/Day/Y	(ear)					
(Street) PITTSBURGH, PA 15222-2707	4. If Amendment	t, Date Orig	inal F	iled(Month/D	ay/Year)					
(City) (State)	(Zip)		Table	I - No	on-Derivati	ve Sec	urities Ac	quired, Disposed of, or Beneficiall	y Owned	
1.Title of Security (Instr. 3)	Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	(Instr. 8)	tion	4. Securiti or Dispose (Instr. 3, 4	d of (İ	))	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D)	7. Nature of Indirect Beneficial Ownership
		(Wohth/Day/Tear)	Code	v	Amount	(A) or (D)	Price	(Instr. 5 and 4)	or Indirect (D) (I) (Instr. 4)	(Instr. 4)
\$5 Par Common Stock	03/09/2012		М		73,832	А	\$ 53.03	244,990	D	
\$5 Par Common Stock	03/09/2012		М		71,643	А	\$ 53.895	316,633	D	
\$5 Par Common Stock	03/09/2012		S		145,475	D	\$ 59.53	171,158	D	
\$5 Par Common Stock								36,867 <u>(2)</u>	Ι	401(k) Plan
\$5 Par Common Stock								3,555	Ι	By 2005 GRAT
\$5 Par Common Stock								58,200	Ι	By Spouse/Trus
\$5 Par Common Stock								516	Ι	By Daughter
\$5 Par Common Stock								66,564	I	By Daughter's Irrevocable Trust
\$5 Par Common Stock								242,509	Ι	By Revocable Trust
\$5 Par Common Stock								8,612	Ι	By 2010 GRAT

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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#### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts calls warrants options convertible securities)

(e.g., puts, cans, warrants, options, convertible securities)																					
	Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	Code	tion )	of D Secu Acq or D of (I	verivative urities uired (A) visposed D) tr. 3, 4,	Expiration Date of (Month/Day/Year)		Expiration Date		Expiration Date		(Month/Day/Year)		sable and 7. Title and Amount of Underlying		Derivative Security (Instr. 5)	Derivative Securities Beneficially Owned Following Reported Transaction(s)	Form of Derivative Security: Direct (D) or Indirect	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares		(1150.4)	(111511. 4)							

Employee Stock Option (Right-to- Buy) Reload Option		03/09/2012	М		73,832	04/29/2006	01/03/2013	\$5 Par Common Stock	73,832	\$ 0	0	D	
Employee Stock Option (Right-to- Buy)	\$ 53.895	03/09/2012	М		71,643	01/08/2005	01/03/2013	\$5 Par Common Stock	71,643	\$ 0	0	D	

## **Reporting Owners**

	Relationships							
Reporting Owner Name / Address	Director	10% Owner	Officer	Other				
ROHR JAMES E ONE PNC PLAZA 249 FIFTH AVENUE PITTSBURGH, PA 15222-2707	Х		Chairman and CEO					

## Signatures

George P. Long, III Attorney-in-Fact for James E. Rohr	03/13/2012
**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) Represents the weighted average price of shares sold in multiple transactions with prices ranging from \$59.30 to \$59.67. The reporting person undertakes to provide upon request by the staff of the Securities and Exchange Commission, full information regarding the number of shares sold at each separate price.

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 4 shares indirectly

(2) 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 4 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 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.

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