# FORM 4

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

OMB APPROVAL
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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

| (Print or Type  | e Responses)                     |                      |  |   |        |            |               |  |                      |  |  |  |  |   |  |                                       |                                       |
|---|----------------------------------|----------------------|--|---|--------|------------|---------------|--|----------------------|--|--|--|--|---|--|---------------------------------------|---------------------------------------|
| 1. Name and Address of Reporting Person* HANNON MICHAEL J |                                  |                      | 2. Issuer Name and Ticker or Trading Symbol PNC FINANCIAL SERVICES GROUP, INC. [PNC] |   |        |            |               |  |                      | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner X Officer (give title below) Other (specify below) |  |  |  |   |  |                                       |                                       |
| (Last) (First) (Middle) ONE PNC PLAZA, 249 FIFTH AVENUE   |                                  |                      |  | 3. Date of Earliest Transaction (Month/Day/Year) 04/20/2012 |        |            |               |  |                      |  | Executive Vice President   |  |  |   |  |                                       |                                       |
| (Street)  |                                  |                      |  | 4. If Amendment, Date 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 |  |  |   |  | ne)                                   |                                       |
| PITTSBURGH, PA 15222-2707  (City) (State) (Zip)           |                                  |                      |  | Table I - Non-Derivative Securities Acquired, l             |        |            |               |  |                      |  | uired D  | isnosed o  | or Renefi                              | icially Own   | ed.  |                                       |                                       |
| 1.Title of Sec<br>(Instr. 3)                              | Title of Security 2. Transaction |                      | Date   | 2A. Deemed<br>Execution Date,                               |        | 3. T       | ransac        |  | 4. Secur<br>(A) or I | 4. Securities Acquired (A) or Disposed of (D)  |  | 5. Amount of Securities Beneficially<br>Owned Following Reported |  |   | 6.<br>Ownership                                      | 7. Nature of Indirect                 |                                       |
| (Month/Day/Ye   |                                  | (Month/Day/Year)     | any<br>(Month/   | 'Day/Y  |        | str. 8)    |               | (Instr. 3, 4 and 5)                                      |                      | )  | Transaction(s) (Instr. 3 and 4)  |  |  |   |  | Beneficial<br>Ownership<br>(Instr. 4) |                                       |
|   |                                  |                      |  |   |        | C          | Code          | V  | Amoun                |  | Price  |  |  |   |  | (I)<br>(Instr. 4)                     |                                       |
| \$5 Par Co  | \$5 Par Common Stock 04/20/2012  |                      | 04/20/2012   | M   |        |            | 14,500        | A  | \$<br>31.07          | 60,7   | 60,737   |  |  | D   |  |                                       |                                       |
| \$5 Par Common Stock 04/20/                               |                                  |                      | 04/20/2012   |   |        |            | S             |  | 14,500               | D  | \$<br>65.27<br>(1)   | 46,237   |  |   | D  |                                       |                                       |
| \$5 Par Co  | mmon Stoo                        | ck                   |  |   |        |            |               |  |                      |  |  | 7,11   | 9 (2)                                  |   |  | I                                     | 401(k)<br>Plan                        |
| \$5 Par Common Stock                                      |                                  |                      |  |   |        |            |               |  |                      |  | 136  |  |  |   | I  | UTMA<br>by<br>Spouse<br>for<br>Son/BR |                                       |
| \$5 Par Common Stock                                      |                                  |                      |  |   |        |            |               |  |                      |  |  | 137  |  |   |  | I                                     | UTMA<br>by<br>Spouse<br>for<br>Son/CR |
| \$5 Par Common Stock                                      |                                  |                      |  |   |        |            |               |  |                      |  |  | 7  |  |   |  | I                                     | UTMA<br>by Self<br>for<br>Son/BM      |
| \$5 Par Common Stock                                      |                                  |                      |  |   |        |            |               |  |                      |  |  | 7  |  |   |  | I                                     | UTMA<br>by Self<br>for<br>Son/SP      |
| Reminder: R   | eport on a se                    | parate line for each | class of securities be   | eneficially   | y owne | d directly | or inc        | directly   | y.                   |  |  |  |  |   |  |                                       |                                       |
|   |                                  |                      |  |   |        |            |               | in thi   | is form              | are not  |  | d to re  | spond u                                |   | on contain<br>form displa                            |                                       | C 1474 (9-02)                         |
|   |                                  |                      | Table II   |   |        |            |               |  |                      |  |  | Owned  | ı                                      |   |  |                                       |                                       |
| 1. Title of<br>Derivative<br>Security<br>(Instr. 3)       |                                  | vative               |  | 4. 5 Transaction o Code S r) (Instr. 8) A o                 |        | Number     | ive Ex<br>(M) | 6. Date Exercisable and Expiration Date (Month/Day/Year) |                      | 7. Ti<br>of U<br>Secu  | 7. Title and Amount of Underlying Securities (Instr. 3 and 4)  |  |  | 9. Number<br>Derivative<br>Securities<br>Beneficiall<br>Owned<br>Following<br>Reported<br>Transaction | Owne<br>Form<br>Deriva<br>Securi<br>Direct<br>or Ind | Ownersh<br>tty: (Instr. 4)<br>(D)     |                                       |
|   |                                  |                      |  |   |        |            | Ex            | ate<br>xercisa   |                      | xpiration<br>ate   | Title  | :  | Amount<br>or<br>Number<br>of<br>Shares |   | (Instr. 4)   | (Instr.                               | 4)                                    |
|   |                                  |                      |  | Code  | V (A   | A) (D)     | )             |  |                      |  |  |  |  |   |  |                                       |                                       |

| Employee   |          |            |   |  |        |            |            |         |        |      |        |   |  |
|------------|----------|------------|---|--|--------|------------|------------|---------|--------|------|--------|---|--|
| Stock      |          |            |   |  |        |            |            | \$5 Par |        |      |        |   |  |
| Option     | \$ 31.07 | 04/20/2012 | M |  | 14,500 | 02/12/2010 | 02/12/2019 | Common  | 14,500 | \$ 0 | 14,445 | D |  |
| (Right-to- |          |            |   |  |        |            |            | Stock   |        |      |        |   |  |
| Buy)       |          |            |   |  |        |            |            |         |        |      |        |   |  |

## **Reporting Owners**

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

### **Signatures**

| George P. Long, III, Attorney-in-Fact for Michael J. Hannon | 04/24/2012 |  |
|---|------------|--|
| **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 \$65.27 to \$65.271. 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 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.