FORM 4

(Print or Type Responses)

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

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

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

| 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 X Officer (give title below) Other (specify below) Executive Vice President | | | | |
|---|-------------------------------------|----------------------------|--|------------------|-------------------|---|--------------------|-----------------------------|--|---|---|---|---------------------------------------|
| ONE PNC PLAZA, 249 FIFTH AVENUE | | | 3. Date of Earliest Transaction (Month/Day/Year) 01/28/2013 | | | | | | | Exect | itive vice P | resident | |
| (Street) PITTSBURGH, PA 15222-2707 (City) (State) (Zip) | | | 4. If Amendment, Date Original Filed(Month/Day/Year) | | | | | _X_ Form fil | ual or Joint/o ed by One Repo ed by More than | orting Person | (Check Applical | ble Line) | |
| | | | Table I - Non-Derivative Securities Acqu | | | | | | ired, Disposed of, or Beneficially Owned | | | | |
| 1.Title of Security (Instr. 3) 2. Transaction Date (Month/Day/Year | | th/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | Code (Instr. 8) | | on 4. Securitie (A) or Dis (Instr. 3, 4 | | d of (D) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | | | Beneficial Ownership | |
| | | | | Code | V | Amount | (A) or (D) | Price | | | or Indirect (I) (Instr. 4) | (Instr. 4) | |
| \$5 Par Common Stock | 01/2 | 8/2013 | | A ⁽¹⁾ | | 4,726 | A | \$ 0 | 39,963 | | | D | |
| \$5 Par Common Stock | 01/2 | 8/2013 | | F(2) | | 1,489 | D | \$ 61.875 | 38,474 | | | D | |
| \$5 Par Common Stock | | | | | | | | | 7,265 ⁽³⁾ | | I | 401(k) Plan | |
| \$5 Par Common Stock | | | | | | | | | 136 | | I | UTMA by Spouse for Son/BR | |
| \$5 Par Common Stock | | | | | | | | | 137 | | | I | UTMA by Spouse for Son/CR |
| \$5 Par Common Stock | | | | | | | | | 7 | | I | UTMA by Self for Son/SP | |
| \$5 Par Common Stock | | | | | | | | | 0 | | | I | UTMA by Self for Son/BM |
| Reminder: Report on a separ | rate line for each | n class of secur | rities beneficially o | wned direc | Per cor | sons wh | o resp n this | form are | not requ | ction of inf uired to res OMB con | spond unle | ess | 1474 (9-02) |
| | | | Derivative Securit | | | | | | ly Owned | | | | |
| Derivative Conversion Dat | Fransaction te onth/Day/Year) | 3A. Deemed Execution Da | 4. Transaction Code Year) (Instr. 8) | 5. | 6. I and (M | Date Exer d Expiration onth/Day/ | cisable on Date | 7. Ti Amo Und Secu | itle and ount of erlying urities rr. 3 and | | 9. Number Derivative Securities Beneficiall Owned Following Reported Transaction (Instr. 4) | Owners Form of Derivati Security Direct (or Indire | Ownersh (Instr. 4) Object |

| | Coo | ode V | (A) | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
|--|-----|-------|-----|--|---------------------|--------------------|-------|--|--|--|--|--|
|--|-----|-------|-----|--|---------------------|--------------------|-------|--|--|--|--|--|

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 | 01/30/2013 |
|--|------------|
| **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).
 - On February 24, 2010, the Personnel and Compensation Committee of the PNC Board of Directors granted an incentive performance unit opportunity to the reporting person. The grant was expressed as a "target" number of share units with an adjustment for phantom dividends over the April 1, 2010 to December 31, 2012 performance
- (1) period. Subject to the Committee's discretion, the reporting person is eligible to receive shares of PNC common stock (if PNC meets specified performance criteria up to the target level) and/or cash (if the performance criteria exceeds the target level). On January 28, 2013 the Personnel and Compensation Committee approved the performance payout for the performance period from April 1, 2010 to December 31, 2012 which resulted in the vesting of 4,726 shares of PNC common stock.
- (2) Shares have been withheld to cover the reporting person's tax liability in connection with the incentive performance unit opportunity granted on February 24, 2010 and awarded on January 28, 2013.
- 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

 (3) 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

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

unitized fund investment option that are deemed to be invested in PNC common stock may vary from time to time.

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.