### FORM 4

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

OMB APPROVAL
OMB Number: 3235-0287
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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						
	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)  _X_ Director							
	3. Date of Earliest Transaction (Month/Day/Year) 02/07/2013					Cii	anman	and CEO							
	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								
	Table I. Nan Daviyatiya Saguritica Aggu				uivad Diene	and of an I	Panafia	ially Own	and and						
		3.			4. Securi	ies Ac	quired	5	5. Amount o	of Securities	bellette	6.	7. Natu	7. Nature of	
any	any	Code		)11	(Instr. 3, 4 and 5)			Following Reported Transaction(s)			Form: Direct (D)	Benefic Owners	Beneficial Ownership		
		C	Code	V	Amount	(A) or (D)	Price	Ì	(Instr. 3 and 4)		or Indirect (Instr. (I) (Instr. 4)		4)		
		Α	A <sup>(1)</sup>		10,277	A	\$ 0	2	208,199 (2	08,199 <sup>(2)</sup>		D			
		F	<del>[</del> (3)		4,738	D	\$ 63.41	5	203,461		D				
								3	37,790 (4)		I	401(k)	) Plan		
								3	3,555		I	By 20 GRA7			
								5	58,200		I	By Spous	e/Trust		
								4	516			I	By Da	ughter	
								e	56,564			I	By Daugh Irrevo Trust		
								2	251,121			I	By Revoc Trust	able	
securit	ties beneficially	y ow	ned dir	ectl	y or indire	etly.									
				(	contained	in th	is forn	n ar	e not requ	ired to res	pond	unless	SEC 147	74 (9-02)	
	g., puts, calls,									8. Price of	9. Nur	nber of	10.	11. Nature	
	te, if Transaction Nur Code of Der		Number of Derivative Securities		and Expiration Date (Month/Day/Year)  And Un Sec (In:			Am Und Sec (Ins	nount of derlying curities str. 3 and Derivative Security (Instr. 5)		Derivative Securities For Beneficially Owned Se		Form of Derivative Security:	ourity: Ownershi (Instr. 4)	
		Acquired (A) or Disposed of (D) (Instr. 3,		ed			4)		Repor Trans		rted or action(s) (I)	or Indirect			
		4	1, and 5	)					Amazzat						
	Code	V	(A)	0)	Date Exercisabl			Titl	or Number of						
e	2A. Exern) (Mo	PNC FINAN [PNC]  3. Date of Earl 02/07/2013  4. If Amendme  2A. Deemed Execution Date, if any (Month/Day/Year)  Securities beneficially  et II - Derivative Secure, puts, calls, and and an Date, if Transaction  Transaction  Transaction  A. Transaction	PNC FINANCI [PNC]  3. Date of Earliest 02/07/2013  4. If Amendment, I  2A. Deemed Execution Date, if any (Month/Day/Year)  (Month/Day/Year)  2 Securities beneficially ow  2 E II - Derivative Securities  2 Code (Instr. 8)  3 Code (Instr. 8)  4 II - Derivative Securities (2 Code (Instr. 8)  3 Code (Instr. 8)  4 II - Derivative Securities (2 Code (Instr. 8)  3 Code (Instr. 8)  4 Code (Instr. 8)	PNC FINANCIAL S [PNC]  3. Date of Earliest Transaction of the property of the	PNC FINANCIAL SER [PNC]  3. Date of Earliest Transaction 02/07/2013  4. If Amendment, Date Origin  2A. Deemed Execution Date, if on any (Month/Day/Year)  Code  (Month/Day/Year)  EII - Derivative Securities Acquire (e.g., puts, calls, warrants, optomole, if on Date, if o	PNC FINANCIAL SERVICES CORPNC]  3. Date of Earliest Transaction (Month/D 02/07/2013  4. If Amendment, Date Original Filed(Month/Day/Year)  2A. Deemed Execution Date, if ransaction (Code (Instr. 8))  Code V Amount A(II) 10,277  F(3) 4,738  Code V Amount 10,277  F(3) 4,738  Persons v Contained to the form of the form o	PNC FINANCIAL SERVICES GROUPNC]  3. Date of Earliest Transaction (Month/Day/Ye 02/07/2013  4. If Amendment, Date Original Filed(Month/Day Securities Acquired, Day/Year)  Table I - Non-Derivative Securities Acquired, Disposed of, of (e.g., puts, calls, warrants, options, convertible and Date, if Transaction (Code (Instr. 8))  Tell - Non-Derivative Securities Acquired, Disposed of, of (e.g., puts, calls, warrants, options, convertible and Execution Date, if Transaction (Code (Instr. 8))  Today Year (Instr. 8)  Date Exercisable Date Exercisable Expercisable Exercisable Exercisable Exercisable Expercisable Date Exercisable Date Date Exercisable Date Exercisable Date Date Exercisable Date Exercisable Date Exercisable Date Exercisable Date Exercisable Date Exercisable Date Date Date Date Exercisable Date Date Date Date Date Date Date Dat	PNC FINANCIAL SERVICES GROUP, IN [PNC]  3. Date of Earliest Transaction (Month/Day/Year) 02/07/2013  4. If Amendment, Date Original Filed(Month/Day/Year)  Table I - Non-Derivative Securities Acquired (A) or Disposed of (D) (Instr. 8)  2A. Deemed Execution Date, if Transaction Code (Instr. 8)  Code V Amount (D) Price (Instr. 8)  Securities beneficially owned directly or indirectly.  Persons who response on the form displays a certain of Date, if Transaction (A) or Disposed of (D) (Instr. 8)  Fig. 3	PNC FINANCIAL SERVICES GROUP, INC.  [PNC]  3. Date of Earliest Transaction (Month/Day/Year)  02/07/2013  4. If Amendment, Date Original Filed(Month/Day/Year)  Table I - Non-Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  [Code V Amount (D) Price (A) (A) or (D) Price (A) (A) (A) (B) (A) (B) (B) (B) (B) (B) (B) (B) (B) (B) (B	PNC FINANCIAL SERVICES GROUP, INC.  [PNC]  3. Date of Earliest Transaction (Month/Day/Year) 02/07/2013  4. If Amendment, Date Original Filed(Month/Day/Year)  2A. Deemed Execution Date, if Ocode (Instr. 3, 4 and 5)  Code (Instr. 8)  7	PNC FINANCIAL SERVICES GROUP, INC. [PNC]  3. Date of Earliest Transaction (Month/Day/Year) 02/07/2013  4. If Amendment, Date Original Filed(Month/Day/Year)  5. Amount of Securities Execution Date, if any (Month/Day/Year) (Instr. 3)  4. Securities Acquired, Original Filed(Month/Day/Year) (Instr. 3)  4. Securities Acquired, Original Securities Acquired, Original Filed by More than Securities (Instr. 3, 4 and 5)  F(3)  4. Securities Acquired (A) or Disposed of (D) (Instr. 3)  4. Amount of Securities Deneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)  5. Amount of Securities Transaction(s) (Instr. 3 and 4)  F(3)  4. Securities Acquired, Original Filed(Month/Day/Year) (Instr. 3)  5. Amount of Securities Transaction(s) (Instr. 3 and 4)  F(3)  7. Form filed by More than Securities Acquired, Original Filed by More than Securities Acquired (A) or Disposed of (D) (Instr. 3)  8. Price of Date, if Transaction (A) or Disposed of, or Beneficially Owned (E.g., puts, calls, warrants, options, convertible securities)  Persons who respond to the collection of infontation of the form displays a currently valid OMB contained in this form are not required to respond to the collection of infontation of the form displays a currently valid OMB contained in this form are not required to respond to the collection of infontation of the form displays a currently valid OMB contained in this form are not required to respond to the collection of infontation of the form displays a currently valid OMB contained in this form are not required to respond to the collection of infontation of the form displays a currently valid OMB contained in this form are not required to respond to the collection of infontation of the form displays a currently valid OMB contained in this form are not required to respond to the collection of infontation of the form displays a currently valid OMB contained in this form are not required to respond to the collection of infontation of the form are not required to respond to the collection of infonta	PNC FINANCIAL SERVICES GROUP, INC.  [PNC]  3. Date of Earliest Transaction (Month/Day/Year) O2/07/2013  4. If Amendment, Date Original Filed(Month/Day/Year)  Table 1 - Non-Derivative Securities Acquired, Disposed of, or Benefic Execution Date, if Transaction (Month/Day/Year) (Instr. 3)  A Securities Acquired (A) or Disposed of (D) (Instr. 3)  F(3)  A (1)  A (2)  A (3)  Code  V Amount (D)  Price  A (1)  A (3)  F(3)  A (738)  B (63,415)  Securities beneficially owned directly or indirectly.  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PNC   PNC   S. Date of Earliest Transaction (Month/Day/Year)   Date of Earliest Transaction (Month/Day/Year)   O2/07/2013     4. If Amendment, Date Original Filed(Month/Day/Year)   O5. Individual or John (Chairman and CEO Chairman and CEO C	PNC FINANCIAL SERVICES GROUP, INC.   PINC   INC.   PROCEED   INC.   Proceed   Inc.   Inc.   Proceed   Inc.   Inc.   Proceed   Inc.   Inc.   Proceed   Inc.   Inc.   Proceed   Inc.   Inc.   Proceed   Inc.   Pro	

## **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	X		Chairman and CEO					

### **Signatures**

George P. Long, III Attorney-in-Fact for James E. Rohr	02/11/2013
**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 7, 2012, the Personnel and Compensation Committee of the PNC Board of Directors granted performance based restricted share units to the reporting person.

    The grant was expressed as a "target" number of share units, with payout contingent on PNC having achieved related performance criteria. The share units pay out, if at all, in shares of PNC Common Steel, with any control divided acquired to the Committee's direction, the target number of share units may be
- (1) shares of PNC Common Stock, with any accrued dividend equivalents being paid out in cash. Subject to the Committee's discretion, the target number of share units may be reduced (down to 75% of target) or increased (up to 125% of target), based on PNC's total shareholder return for the prior fiscal year. On January 28, 2013 the Committee approved the payout level of these units. The reporting person received the target amount of units (including dividend equivalents), plus 3.66% based on the total shareholder return for PNC for the year ended December 31, 2012, which resulted in the vesting of 10,277 shares of PNC Common Stock.
- (2) Includes an aggregate of 365 shares acquired by the reporting person through dividend reinvestment under the Issuer's Dividend Reinvestment and Stock Purchase Plan subsequent to the date of the reporting person's most recent filing on Form 4.
- (3) Shares have been withheld to cover the reporting person's tax liability in connection with the performance based restricted share units granted on February 7, 2012 and awarded on February 7, 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 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
- (4) 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 430 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.

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.