FORM 4

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

pe Response	5)																
1. Name and Address of Reporting Person * DEMCHAK WILLIAM S				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) 02/09/2013										President			
(Street)				4. If Amendment, Date Original Filed(Month/Day/Year)							6. _X	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person _Form filed by More than One Reporting Person					
(City) (State) (Zip)				Table I - Non-Derivative Securities Acquired. Disposed of, or Reneficially Owned													
1.Title of Security (Instr. 3)		2. Transaction Date (Month/Day/Year	Execu any	2A. Deemed Execution Date, if any		Code (Instr. 8)						(A) 5	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)			6. Ownership Form:	7. Nature of Indirect Beneficial
			(Mont			Coo	le	V	V Amount (D)		Price				Ownership (Instr. 4)		
35 Par Common Stock 02/09/2013		02/09/2013				Α	I)		7,062	A	\$ 0	2	254,18	3	D		
\$5 Par Common Stock		02/09/2013				F ⁽²	2)		3,397	D	\$ 63.58	75	250,786			D	
\$5 Par Common Stock		02/09/2013				ΑC	3)		7,984	A	\$ 0	2	258,770			D	
\$5 Par Common Stock		02/09/2013				F ⁽²	3		3,840	D \$ 63.5875 25		254,930		D			
\$5 Par Common Stock													1,928	<u>4)</u>		I	401(k) Plan
Report on a s	separate line	for each class of sec	curities l	beneficia	ılly c	owned		Per	rsons wh ntained i	no res n this	form a	are n	ot requ	ired to res	spond unle	ss	1474 (9-02)
		Table II											Owned				
Derivative Conversion Dat		3A. Deemed Execution D Anoth/Day/Year) any		4. Transaction Code		of		6. I and (M	6. Date Exercisable		e 7. e Ar Ur Se	. Title and mount of Inderlying ecurities Instr. 3 and		Derivative Security (Instr. 5)	Derivative Securities Beneficially Owned Following Reported	Owners Form o Derivat Securit Direct (or India (s) (I)	ive Ownersh (Instr. 4) D) ect
				Code	V	(A)	(D)				ation Ti	itle itle	or Number of				
	C PLAZA URGH, PA O Common Storms Ommon S	(Street) URGH, PA 15222-22 (State) Gecurity Ommon Stock Ommon Sto	C PLAZA, 249 FIFTH AVENUE (Street) URGH, PA 15222-2707 (State) (State) 2. Transaction Date (Month/Day/Year) common Stock 02/09/2013 common Stock 02/09/2013	AK WILLIAM S PN(PN) (First) (Middle) C PLAZA, 249 FIFTH AVENUE (Street) URGH, PA 15222-2707 (State) 2. Transaction Date (Month/Day/Year) Ommon Stock O2/09/2013 Ommon Stock O2/09/2013	AK WILLIAM S PNC FINA [PNC] (First) (Middle) (C PLAZA, 249 FIFTH AVENUE (Street) (Street) (Street) (State) (Zip) (Security 2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) Table II - Derivative Se (e.g., puts, call any (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)	AK WILLIAM S PNC FINANC [PNC] 3. Date of Earlies 02/09/2013 4. If Amendment 19/09/2013 4. If Amendment 19/09/2013 Security 2. Transaction Date (Month/Day/Year) Security Date (Month/Day/Year) Ommon Stock 02/09/2013 Ommon Stock 02/09/2013	PNC FINANCIAL [PNC] 3. Date of Earliest Trans 02/09/2013 (Street) URGH, PA 15222-2707 (State) 2. Transaction Date (Month/Day/Year) Date (Month/Day/Year) Ommon Stock O2/09/2013 2. Transaction Date (Instr. (Month/Day/Year)) Cood (Instr. (Month/Day/Year)) Ommon Stock O2/09/2013 ACCOOR Ommon Stock O2/09/2013 Ommon Stock O2/09/2013 FG2 Table II - Derivative Securities Acceguing Acceptance of Code (Instr. (Month/Day/Year)) Table II - Derivative Securities Acceptance (Month/Day/Year) Table II - Derivative Securities Acceptance (Month/Day/Year) Table II - Derivative Securities Acceptance (Month/Day/Year) ACCOOR ACCOO	PNC FINANCIAL SEF [PNC] (All Common Stock 02/09/2013 2. Transaction (Month/Day/Year) 3. Transaction (Instr. 8) 3. Transaction (Month/Day/Year) 4. If Amendment, Date Origin (Month/Day/Year) 3. Transaction (Month/Day/Year) 3. Transaction (Month/Day/Year) 4. If Amendment, Date Origin (Month/Day/Year) 3. Transaction (Month/Day/Year) 4. If Amendment, Date Origin (Month/Day/Year) 3. Transaction (Month/Day/Year) 4. If Amendment, Date Origin (Month/Day/Year) 3. Transaction (Month/Day/Year) 4. If Amendment, Date Origin (Month/Day/Year) 3. Transaction (Month/Day/Year) 4. If Amendment, Date Origin (Month/Day/Year) 4. If Amendment, Date Origin (Month/Day/Year) 4. If Amendment, Date Origin (Month/Day/Year) 3. Transaction (Month/Day/Year) 4. If Amendment, Date Origin (Month/Day/Year) 3. Transaction (Month/Day/Year) 4. If Amendment, Date Origin (Month/Day/Year) 4. If Amendment, D	PNC FINANCIAL SERVI [PNC] O (First) (Middle) C PLAZA, 249 FIFTH AVENUE (Street) URGH, PA 15222-2707 O (State) 2. 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Transaction Date (Month/Day/Year) 3. Transaction Code V Amount (D) 7,062 A Table I - Derivative Securities Acquired, Disposed of, or (e.g., puts, calls, warrants, options, convertible securities Acquired, Number of Date (Month/Day/Year) 2. Table II - Derivative Securities Acquired, Disposed of, or (e.g., puts, calls, warrants, options, convertible securities Acquired (A) or Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 3. A Deemed Execution Date, if any (Month/Day/Year) 4. If Amendment, Date Original Filed(Month/Day/Year) 3. Transaction Date, if any (Toda) 7,062 A A (3) 7,984 A Derivative Securities Acquired, Disposed of, or (e.g., puts, calls, warrants, options, convertible securities Acquired (A) or Disposed of (D) (Instr. 8) Date Date Exercisable Date	AK WILLIAM S PNC FINANCIAL SERVICES GROUP, INC. [PNC] C PLAZA, 249 FIFTH AVENUE (Sureet) URGH, PA 15222-2707 (State) 2. Transaction Date (Month/Day/Year) Date (Month/Day/Year) (Sureot) URGH, PA 15222-2707 (State) 2. Transaction Date (Month/Day/Year) Date (Month/Day/Year) (Month/Day/Year) Ommon Stock 02/09/2013 Ommon Stock 02/09	PNC FINANCIAL SERVICES GROUP, INC. [PNC]	AK WILLIAM S PNC FINANCIAL SERVICES GROUP, INC. [PNC] O PLAZA, 249 FIFTH AVENUE (Street) (Month/Day/Year) (Month/	AK WILLIAM S PNC FINANCIAL SERVICES GROUP, INC. [PNC] 3. Date of Earliest Transaction (Month/Day/Year) O2/09/2013 4. If Amendment, Date Original Filed(Month/Day/Year) O2/09/2013 4. If Amendment, Date Original Filed(Month/Day/Year) O3. Date of Earliest Transaction (Month/Day/Year) O4. If Amendment, Date Original Filed(Month/Day/Year) O5. Code O6. Code O7. Amount of Security O7. Code O7. Amount of Security O7. Code O7. Amount o7. Securities Acquired (A) O7. Code O7. Amount o7. Securities Acquired (A) O7.	AK WILLIAM S PNC FINANCIAL SERVICES GROUP, INC. (Check all applic Directors (Check a	PNC FINANCIAL SERVICES GROUP, INC. SECURITY OF President Code (Instr. 8) PNC FINANCIAL SERVICES GROUP, INC. SECURITY OF President Code (Instr. 4) PNC FINANCIAL SERVICES GROUP, INC. SECURITY OF PRESIdent Acquired (A) SECURITY OF PRESIdent Acquired (B) SECURITY OF PRESIdent Acquired (B) SECURITY OF PRESIdent

Reporting Owners

	Relationships							
Reporting Owner Name / Address	Director	10% Owner	Officer	Other				
DEMCHAK WILLIAM S ONE PNC PLAZA 249 FIFTH AVENUE PITTSBURGH, PA 15222-2707			President					

Signatures

George P. Long, III Attorney-in-Fact for William S. Demchak	02/12/2013
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 9, 2011, the Personnel and Compensation Committee of the PNC Board of Directors granted performance based restricted share units to the reporting person.

 The grants 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 Stock, with any accrued dividend equivalents being paid out in cash. Subject to the Committee's discretion, the target number of share units may
- (1) in 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 7,062 shares of PNC Common Stock.
- (2) Shares have been withheld to cover the reporting person's tax liability in connection with the performance based restricted share units granted on February 9, 2011 and awarded on February 9, 2013.
- On February 9, 2011, the Personnel and Compensation Committee of the PNC Board of Directors granted performance based restricted share units to the reporting person. The grants 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,
- (3) in 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 7,984 shares of PNC Common Stock.
- 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.