

FORM 4

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

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| 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

(Print or Type Responses)

| | | | | | | | | |
|--|---------|----------|--|--|--|---|--|--|
| 1. Name and Address of Reporting Person * GULLEY JOAN L | | | 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 <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) EVP & Chief HR Officer | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 02/09/2013 | | | | | |
| ONE PNC PLAZA, 249 FIFTH AVENUE | | | | | | | | |
| (Street) | | | 4. If Amendment, Date Original Filed(Month/Day/Year) | | | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person ____ Form filed by More than One Reporting Person | | |
| PITTSBURGH, PA 15222-2707 | | | | | | | | |
| (City) | (State) | (Zip) | Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned | | | | | |

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|------------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| \$5 Par Common Stock | 02/09/2013 | | A ⁽¹⁾ | | 1,633 | A | \$ 0 | 30,830 | D | |
| \$5 Par Common Stock | 02/09/2013 | | F ⁽²⁾ | | 515 | D | \$ 63.5875 | 30,315 | D | |
| \$5 Par Common Stock | 02/09/2013 | | A ⁽³⁾ | | 2,017 | A | \$ 0 | 32,332 | D | |
| \$5 Par Common Stock | 02/09/2013 | | F ⁽²⁾ | | 636 | D | \$ 63.5875 | 31,696 | D | |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. SEC 1474 (9-02)

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------|---|--|--|--|--|
| | | | | | | Date Exercisable | Expiration Date | | | | | |
| | | | | Code | V | (A) | (D) | | | | | |
| | | | | | | | | | | | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| GULLEY JOAN L ONE PNC PLAZA 249 FIFTH AVENUE PITTSBURGH, PA 15222-2707 | | | EVP & Chief HR Officer | |

Signatures

| | |
|---|------------|
| George P. Long, III Attorney-in-Fact for Joan L. Gulley | 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 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 1,633 shares of PNC Common Stock.

(1) 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, 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 2,017 shares of PNC Common Stock.

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.