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).

(Print or Type Responses)

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 *- ROHR JAMES E				PN	2. Issuer Name and Ticker or Trading Symbol PNC FINANCIAL SERVICES GROUP, INC. [PNC]							Cx_	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) _X _ Director						
(Last) (First) (Middle) ONE PNC PLAZA, 249 FIFTH AVENUE					3. Date of Earliest Transaction (Month/Day/Year) 02/09/2013								Cn	airman	and CEC)			
(Street)				4. If	4. If Amendment, Date Original Filed(Month/Day/Year) 6. Individe_X_ Form file							orm file	nal or Joint/C ed by One Repo d by More than	orting Pers	son		Line)		
PITTSBU (City)	JRGH, PA	(State)		(Zip)															
(City)	,	(State)	1	(Zip)			Tab	ole I -	Non	-Derivati	e Sec	urities A	cquired,	Dispo	osed of, or E	Benefici	ially Ow	ned	
(Instr. 3) Dat		Date	ate Exe Month/Day/Year) Exe		a. Deemed recution Date, if y Ionth/Day/Year)		Code		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			Benef Follov Trans	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)			6. Ownersh Form: Direct (I or Indire	nip Indirect Benefic Owners	Beneficial Ownership	
							ode	V	Amount	(A) or (D)	Price					(I) (Instr. 4)	,		
\$5 Par Co	ommon St	ock	02/09/20	13			A-	<u>(1)</u>		12,107	A	\$ 0	215,	568			D		
\$5 Par Co	ommon St	ock	02/09/20	13			F	(2)		5,581	D	\$ 63.587	209,9	987			D		
\$5 Par Co	ommon St	ock	02/09/20	013			A	(3)		11,213 A \$		\$ 0	221,2	221,200			D		
\$5 Par Co	ommon St	ock	02/09/20	/09/2013			F	(2)		5,169	D	\$ 63.587	216,0	031			D		
\$5 Par Co	ommon St	ock											37,79	90 (4	1		I	401(k)) Plan
\$5 Par Common Stock												3,555	5			I	By 20 GRA7		
\$5 Par Common Stock													58,20	00			I	By Spous	e/Trust
\$5 Par Common Stock													516				I	By Da	nughter
\$5 Par Common Stock													66,50	54			I	By Daugh Irrevo Trust	
\$5 Par Common Stock													251,	121			I	By Revoc Trust	cable
Reminder: I	Report on a s	separate li	ne for each c							Persons containe	who i d in tl displa	his form ays a cu	are not urrently	requ valid	ction of inf ired to res OMB cont	spond	unless	SEC 14'	74 (9-02)
1 75'41 . 6	2	12 T	·· la		(e.g.,]	outs, calls	, war	rants		tions, conv	ertibl	le securit	ties)		0 D : C	0.31	1 6	10.	11.37.
1. Title of Derivative Security (Instr. 3) 1. Title of Derivative Security 2.		Date Execution D (Month/Day/Year) any		Date, if			5. Number of Derivative Securities Acquired (A) or Disposed of (D)		and Expiration Date (Month/Day/Year)			7. Title at Amount of Underlyin Securities (Instr. 3 at 4)	of ng		Deriva Securit Benefi Owned Follow Report Transa	9. Number of Derivative Securities Beneficially Owned Solution Reported Transaction(s) (Instr. 4)		11. Nature of Indirect Beneficial Ownership (Instr. 4)	
			(Instr. 3, 4, and 5)																

Code V (A) (D) Date Expiration Date Of Shares Code V (A) (D) Expiration Date Expiration Date	
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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	02/12/2013
**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
- (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 12,107 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, 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
- (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 11,213 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

 (4) 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.