

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

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

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)

| | | |
|---|--|---|
| 1. Name and Address of Reporting Person* MASSARO ANTHONY A (Last) (First) (Middle) ONE PNC PLAZA, 249 FIFTH AVENUE (Street) PITTSBURGH, PA 15222-2707 (City) (State) (Zip) | 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) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) |
| 3. Date of Earliest Transaction (Month/Day/Year) 03/08/2013 | | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person |
| 4. If Amendment, Date Original Filed (Month/Day/Year) | | |

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 | 03/08/2013 | | M ⁽¹⁾ | | 2,000 | A | \$ 52.64 | 4,961 | D | |
| \$5 Par Common Stock | 03/08/2013 | | M ⁽¹⁾ | | 2,000 | A | \$ 43.635 | 6,961 | D | |
| \$5 Par Common Stock | 03/08/2013 | | M ⁽¹⁾ | | 2,000 | A | \$ 53.02 | 8,961 | D | |
| \$5 Par Common Stock | 03/08/2013 | | S ⁽¹⁾ | | 6,000 | D | \$ 65 | 2,961 | D | |
| \$5 Par Common Stock | | | | | | | | 170 | I | Spouse IRA |

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) |
|--|--|--------------------------------------|--|--------------------------------|---|---|--|-----------------|---|----------------------------|--|--|--|--|
| | | | | Code | V | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Non-Employee Director Non-Statutory Stock Option | \$ 52.64 | 03/08/2013 | | M ⁽¹⁾ | | 2,000 | 04/26/2006 | 04/26/2015 | \$5 Par Common Stock | 2,000 | \$ 0 | 0 | D | |
| Non-Employee Director Non-Statutory Stock Option | \$ 43.635 | 03/08/2013 | | M ⁽¹⁾ | | 2,000 | 04/22/2004 | 04/22/2013 | \$5 Par Common Stock | 2,000 | \$ 0 | 0 | D | |

| | | | | | | | | | | | | | | |
|--|----------|------------|--|------------------|--|--|-------|------------|------------|----------------------|-------|------|---|---|
| Non-Employee Director Non-Statutory Stock Option | \$ 53.02 | 03/08/2013 | | M ⁽¹⁾ | | | 2,000 | 04/27/2005 | 04/27/2014 | \$5 Par Common Stock | 2,000 | \$ 0 | 0 | D |
|--|----------|------------|--|------------------|--|--|-------|------------|------------|----------------------|-------|------|---|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| MASSARO ANTHONY A ONE PNC PLAZA 249 FIFTH AVENUE PITTSBURGH, PA 15222-2707 | X | | | |

Signatures

| | | |
|---|--|---------------------|
| George P. Long, III Attorney-in-Fact for Anthony A. Massaro | | 03/12/2013 |
| <small>Signature of Reporting Person</small> | | <small>Date</small> |

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).
- (1) Option Exercise and sale of shares effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on October 18, 2012.

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

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