

FORM 4

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

OMB APPROVAL	
OMB Number:	3235-0287
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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).

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* MASSARO ANTHONY A		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)	
(Last) (First) (Middle) ONE PNC PLAZA, 249 FIFTH AVENUE		3. Date of Earliest Transaction (Month/Day/Year) 10/01/2013		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	
(Street) PITTSBURGH, PA 15222-2707		4. If Amendment, Date Original Filed (Month/Day/Year)			
(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			

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

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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					
Phantom Stock Unit	(1)	10/01/2013		A	(2)	186	(1)	(1)	\$5 Par Common Stock	186	\$ 72.67	731	(3)	I	Deferred Compensation Plan
Phantom Stock Unit	(1)						(1)	(1)	\$5 Par Common Stock	19,010		19,010	(4)	I	Deferred Stock Unit Plan

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

Christi Davis, Attorney-in-Fact for Anthony A. Massaro	10/03/2013
<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) One phantom stock unit is the economic equivalent of one share of The PNC Financial Services Group, Inc. ("PNC") Common Stock. Phantom stock units will be settled in cash upon distribution to the reporting person and generally do not expire.
- (2) Phantom Stock Units acquired under the PNC Directors Deferred Compensation Plan.
- (3) Includes an aggregate of 11 Phantom Stock Units acquired by the reporting person as dividend equivalents under the PNC Directors Deferred Compensation Plan subsequent to the date of the reporting person's most recent filing on Form 4.
- (4) Includes an aggregate of 22 Phantom Stock Units acquired by the reporting person as dividend equivalents under the PNC Outside Directors Deferred Stock Unit Plan subsequent to the date of the reporting person's most recent filing on Form 4.

Remarks:

see attached footnotes page

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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