FORM 4

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

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⁻ SHEPARD DONALD J	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)
(Last) (First) (Middle) ONE PNC PLAZA, 249 FIFTH AVENUE	3. Date of Earliest Transaction (Month/Day/Year) 10/01/2013	X__ Director ____ 10% Owner ____ Officer (give title below) ____ Other (specify below)
(Street) PITTSBURGH, PA 15222-2707	4. If Amendment, Date Original Filed(Month/Day/Year)	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 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	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Phantom Stock Unit	(1)	10/01/2013		A (2)		413		(1)	(1)	$5 Par Common Stock	413	$ 72.67	9,753 (3)	I	Deferred Compensation Plan 2
Phantom Stock Unit	(1)							(1)	(1)	$5 Par Common Stock	4,135		4,135 (4)	I	Deferred Compensation Plan
Phantom Stock Unit	(1)							(1)	(1)	$5 Par Common Stock	13,609		13,609 (5)	I	Deferred Stock Unit Plan

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SHEPARD DONALD J ONE PNC PLAZA 249 FIFTH AVENUE PITTSBURGH, PA 15222-2707	X			

Signatures

Christi Davis, Attorney-in-Fact for Donald J. Shepard	10/03/2013

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 received under the PNC Directors Deferred Compensation Plan.

(3)   Includes an aggregate of 72 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 23 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.

(5)   Includes an aggregate of 66 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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