

# 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).

### 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 ROHR JAMES E		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) 12/19/2013			
(Street) PITTSBURGH, PA 15222-2707		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 <input type="checkbox"/> Form filed by More than One Reporting Person	
(City) (State) (Zip)		<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>			

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	12/19/2013		M <sup>(1)</sup>		170,137	A	\$ 74.645	403,177	D	
\$5 Par Common Stock	12/19/2013		S <sup>(1)</sup>		170,137	D	\$ 75.6707 <sup>(2)</sup>	233,040	D	
\$5 Par Common Stock								38,359 <sup>(3)</sup>	I	401(k) Plan
\$5 Par Common Stock								58,200	I	By Spouse/Trust
\$5 Par Common Stock								516	I	By Daughter
\$5 Par Common Stock								13,314	I	By Daughter's Irrevocable Trust
\$5 Par Common Stock								251,121	I	By Revocable Trust

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				
Employee Stock Option (Right-to-Buy) Reload	\$ 74.645	12/19/2013		M		170,137	05/17/2008	01/06/2014	\$5 Par Common Stock	170,137	\$ 74.645	0	D	
Phantom Stock Unit	<sup>(4)</sup>						<sup>(4)</sup>	<sup>(4)</sup>	\$5 Par Common Stock	30,088		30,088	I	Deferred Compensation Plan
Phantom Stock Unit	<sup>(4)</sup>						<sup>(4)</sup>	<sup>(4)</sup>	\$5 Par Common Stock	70,214		70,214	I	Supplemental Incentive Savings Plan

### 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			

## Signatures

Edward Rosenthal, Attorney-in-Fact for James E. Rohr	12/20/2013
<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) Stock option exercise and sale of underlying shares effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 15, 2013.
- (2) Represents the weighted average price of shares sold in multiple transactions. The price range is less than \$1.00. The reporting person undertakes to provide upon request by the staff of the Securities and Exchange Commission, full information regarding the number of shares sold at each separate price.  
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 Financial Services Group, Inc.
- (3) ("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.
- (4) Each phantom stock unit is the economic equivalent of one share of PNC Common Stock. Phantom stock units will be settled in cash upon distribution to the reporting person and generally do not expire.

### 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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