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

PICE FIRANCIAL SERVICES GROUP, INC. Provided Prov	(Print or Ty	pe Responses	s)														
ONLE PNC PLAZA, 249 FIFTH AVENUE ONL PNC PLAZA, 249 FIFTH AVENUE ONLE PNC PLAZA, 249 FIFTH AVENUE ONL PLAZA, 240 FIFTH AVENUE ONL	Name and Address of Reporting Person * DEMCHAK WILLIAM S					PNC FINANCIAL SERVICES GROUP, INC.							(Check all applicable) Director 10% Owner X Officer (give title below) Other (specify below)				
PITTSBURGH, PA 15222-2707 Cop Clause Clap Table 1 - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned Institute Code Class Content Class Content Class Code Class Clas	(Last) (First) (Middle) ONE PNC PLAZA, 249 FIFTH AVENUE					Date of Earliest Transaction (Month/Day/Year)									President/C	EO	
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned						4. If Amendment, Date Original Filed(Month/Day/Year)						ar)	_X_Form filed by One Reporting Person				
Code						Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned											
Presents who respond to the collection of information contained in this form are not required respond unless the form displays a currently valid OMB control number. Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 1. Title of Oreviewing Security (and Execution Date, if Transaction Ore Securities) 2. Conversion Date or Exercise (Month/Day/Year) 3. Transaction Date (Security Code) 4. Transaction Ore Securities (Month/Day/Year) (Instr. 3) 4. Transaction (Month/Day/Year) (Instr. 4) 4. Securities (Month/Day/Year) (Instr. 3) And Deeperd (Instr. 4) (Instr. 4) Price of Derivative Securities (Month/Day/Year) (Instr. 4) Phantom Stock (Instr. 4) Phantom Stock (Instr. 4) Phantom Stock (Instr. 4) Reporting Owners Reporting Owners Reporting Owner Name / Address DEMCHAK WILLIAM S ONNER PNC PLAZA 249 FIFTH AVENUE PITTSBURGH, PA 15222-2707 President/CEO	1.Title of S (Instr. 3)	str. 3) Date		;	Execution Date, if any		ar) Co	ode (A) or Di (Instr. 3,		(A) or Disp (Instr. 3, 4	posed of (D) Owned I Transact (Instr. 3		Following Reported etion(s)		Ownersh Form: Direct (I or Indire (I)	of Indirect Beneficial Ownership ct (Instr. 4)	
1. Title of 2 2. Date 2. Title and Amount of Exercise Conversion of Exercise Conversio	Reminder:	Report on a s	eparate line for e	ach class						Perso in thi displa	ons who re s form are ays a curre	not require ently valid (d to res OMB cor	pond unle	ss the form	tained S	EC 1474 (9-02)
Derivative Conversion Date (Month/Day/Year) Price of Price of Code (Instr. 3) Derivative Security Secu	1 Title of	12	2 Transaction	2 / 1	Daamad			warra					Amount	8 Price of	0 Number of	10	11 Nature of
Phantom Stock (I)		Conversion or Exercise Price of Derivative	Date	Exec ar) any	Execution Date, if any	Transaction Code of Deriva Securit Acquir (A) or Dispos of (D) (Instr. 8)		rivative urities quired or posed D) str. 3,	r and Expirat (Month/Day ive ies ed ed 8,		ion Date	of Underlying Securities (Instr. 3 and 4)		Derivative Security (Instr. 5)	Derivative Securities Beneficially Owned Following Reported Transaction(s)	Ownership Form of Derivative Security: Direct (D) or Indirect (I)	Indirect Beneficial Ownership
Stock (I) (I) (I) Common Stock 12,343 (2) I Compensation Stock (II) (II) Common Stock 12,343 (2) I Compensation Stock (II) (II) Common Stock 12,343 (2) I Compensation Stock (II) (II) Common Stock (II) (II) (II) Common Stock (II) (II) (II) Common Stock (II) (II) (II) Common Stock (II) (II) (II) (II) (II) (II) (II) (II						Code	V (A	(D)	Exer			Title	or Number of				
Reporting Owner Name / Address Director Director Owner Officer Other DEMCHAK WILLIAM S ONE PNC PLAZA 249 FIFTH AVENUE PITTSBURGH, PA 15222-2707 Relationships Officer Other Owner	Phantom Stock Unit	(1)								(1)	(1)	Common	12,343		12,343 (2)	I	Compensatio
Reporting Owner Name / Address Director 10% Officer Other DEMCHAK WILLIAM S ONE PNC PLAZA 249 FIFTH AVENUE PITTSBURGH, PA 15222-2707 President/CEO	Repor	ting O	wners														
DEMCHAK WILLIAM S ONE PNC PLAZA 249 FIFTH AVENUE PITTSBURGH, PA 15222-2707 Director Officer Other Other Other					Rela	ationship	s										
ONE PNC PLAZA 249 FIFTH AVENUE PITTSBURGH, PA 15222-2707 President/CEO	Director 10/0		Officer			Other											
Signatures	DEMCHAK WILLIAM S ONE PNC PLAZA 249 FIFTH AVENUE PITTSBURGH, PA 15222-2707		President/CEO		ЕО												
	Signat	ures															

02/18/2014

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

Christi Davis, Attorney-in-Fact for William S. Demchak

**Signature of Reporting Person

** 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) Acquisition of 70 phantom stock units from dividend reinvestment under the Deferred Compensation Plan was incorrectly deducted from the holdings. As a result ending balance was stated incorrectly.

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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