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

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

pe Response	5)															
1. Name and Address of Reporting Person * HANNON MICHAEL 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) Director X Officer (give title below) Other (specify below)				
(Last) (First) (Middle) ONE PNC PLAZA, 249 FIFTH AVENUE				3. Date of Earliest Transaction (Month/Day/Year) 02/09/2015								Exect	utive Vice P	resident		
(Street)				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					
	(State)	(Zip)			т	ahle I	- No	ı-De	rivative !	Securit	ies Acan	ired Disne	nsed of or I	Reneficially	Owned	
1.Title of Security (Instr. 3)		2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if		e, if	3. Transacti Code (Instr. 8)		tion 4. Securities Acquired			quired of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)			6. Ownership Form:	Beneficial
					Со	de	V	V Amount (A) or (D) Price		Price				Direct (D) or Indirect (I) (Instr. 4)	Ownership (Instr. 4)	
\$5 Par Common Stock		02/09/2015				A	1)		1,383	A	\$ 0	47,898			D	
\$5 Par Common Stock		02/09/2015				F	<u>2)</u>		436	D	\$ 89.845	47,462	462		D	
\$5 Par Common Stock		02/09/2015				A	<u>(3)</u>		469	A \$ 0 47,931			D			
\$5 Par Common Stock		02/09/2015				F	<u>2)</u>		148 D \$ 89.845 47,783				D			
\$5 Par Common Stock												7,608	<u>4)</u>		Ι	401(k) Plan
Report on a s	separate line 1							Person the	sons wh tained i form dis	no resp n this f splays	form are a curre	e not requ ntly valid	uired to res	spond unle	ess	1474 (9-02)
												lly Owned				
Derivative Conversion Date		Date Execution Day Month/Day/Year) any		Code (Instr. 8)		of		6. Date Exercisable and Expiration Date (Month/Day/Year)		Am Und Sec	ount of lerlying urities tr. 3 and	Derivative Security (Instr. 5)	Derivative Securities Beneficially Owned Following Reported	Owners Form of Derivat Securit Direct of or India n(s) (I)	ive Ownersh (Instr. 4) (D) rect	
				Code	V	(A)	(D)				tion Titl	or				
	ON MICHA ON MICHA ON MICHA ON CPLAZA URGH, PA ON O	ON MICHAEL J OF C PLAZA, 249 FIFT (Street) URGH, PA 15222-27 (State) Gecurity Ommon Stock O	C PLAZA, 249 FIFTH AVENUE (Street) URGH, PA 15222-2707 (State) 2. Transaction Date (Month/Day/Year) common Stock 02/09/2015 common Stock 02/09/2015	PNO (PN) MICHAEL J PNO (PN) (C PLAZA, 249 FIFTH AVENUE 02/0 (Street) (Street) (Street) (State) (Zip) (Security 2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) 2. Trable II - Derivative 2. Table II - Derivative (Leg., ponth) (Logon (Month/Day/Year) (Logon (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)	PNC FINA [PNC] (Street) (Street) (Street) (Street) (Street) (Street) (Street) (Street) (Street) (A. If Amendre (Month/Day/Year)) (Security) (State) (Zip) (State) (Zip) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (A. Deemed Execution Date any (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (A. Deemed Execution Date any (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (A. Deemed Execution Date any (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Instr. 8	PNC FINANC [PNC] In MICHAEL J In Company (First) (Middle) (Street) In Company (Month/Day/Year) PNC FINANC [PNC] In General (Month/Day/Year) In Conversion of Exercise Price of Derivative Security PNC FINANC [PNC] In Michael J In Middle) (Street) In Amendment, In Amendment	PNC FINANCIAL [PNC] (First) (Middle) (C PLAZA, 249 FIFTH AVENUE (Street) (Street) 4. If Amendment, Date (Wardh, PA 15222-2707 (State) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) 3. Transaction Date (Instrument) (Month/Day/Year) 5. Table I (Month/Day/Year) 6. Table I (Month/Day/Year) 7. Table I (Month/Day/Year) 7. Table I (Month/Day/Year) 8. Table II (Month/Day/Year) 7. Table I (Month/Day/Year) 8. Table II (Month/Day/Year) 8. Table II (Month/Day/Year) 8. Table II (Month/Day/Year) 9. Table II (Month/Day/Year) 9. Table II (Month/Day/Year) 1. Table II (Month/Day/Year) 1. Transaction Date (Seg., puts, calls, warrangent) (Month/Day/Year) 9. Transaction Date (Instrument) (Month/Day/Year) 9. Transaction Date (Seg., puts, calls, warrangent) (Month/Day/Year) 9. Transaction Date (Instrument) (Month/Day/Year) 9. Transaction Date (Ins	PNC FINANCIAL SER [PNC] O (First) (Middle) C PLAZA, 249 FIFTH AVENUE (Street) URGH, PA 15222-2707 (State) 2. Transaction Date (Month/Day/Year) Date (Month/Day/Year) O (State) 2. Transaction Date (Instr. 8) Code O (Instr. 8) Table II - Derivative Securities Acquire (R.g., puts, calls, warrants, op of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) O (Instr. 3, 4, and 5)	PNC FINANCIAL SERVIGE [PNC] (First) (Middle) (A lif Amendment, Date Original Found of Execution Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/2015	PNC FINANCIAL SERVICES GE [PNC] 3. Date of Earliest Transaction (Month/Day/O2/09/2015 (Street) 4. If Amendment, Date Original Filed(Mont O2/09/2015 (Street) 4. If Amendment, Date Original Filed(Mont O2/09/2015 (Month/Day/Year) (Month/Day/Year)	PNC FINANCIAL SERVICES GROUP, [PNC] O PLAZA, 249 FIFTH AVENUE O PLAZA, 240 FIFTH AVENUE O PLAZA, 24	PNC FINANCIAL SERVICES GROUP, INC. [PNC] O PLAZA, 249 FIFTH AVENUE O (Street) URGH, PA 15222-2707 O (State) 2. Transaction Date (Month/Day/Year) O	PNC FINANCIAL SERVICES GROUP, INC. [PNC] Or PLAZA, 249 FIFTH AVENUE Or Plaza Filled Month/Day/Year) Or Price Or Price Or A Table I - Non-Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3. 4. 4. 4. 5. 4. 4. 4. 5. 4. 4. 5. 4. 4. 5. 4. 4. 5. 4. 4. 5. 4. 4. 5. 4. 4. 5. 4. 4. 5. 4. 4. 4. 5. 4. 4. 5. 4. 4. 5. 4. 4. 5. 4. 4. 5. 4. 4. 5. 4. 4. 5. 4. 4. 5. 4. 4. 5. 4. 4. 5. 4. 4. 5. 4. 4. 5. 4. 4. 5. 4. 4. 5. 4. 4. 5. 4. 4. 5. 5.	N MICHAEL J PNC FINANCIAL SERVICES GROUP, INC. [PNC] 3. Date of Earliest Transaction (Month/Day/Year) (2009/2015 4. If Amendment, Date Original Filed(Month/Day/Year) (2009/2015 4. If Amendment, Date Original Filed(Month/Day/Year) (2009/2015 4. If Amendment, Date Original Filed(Month/Day/Year) (2009/2015 Table I - Non-Derivative Securities Acquired, Disposed of, or I and Code (Month/Day/Year) (Month/Day/Yea	NMICHAEL J PNC FINANCIAL SERVICES GROUP, INC. (PNC) Otherwise (Check all appliance) PROC PLAZA, 249 FIFTH AVENUE (Street) Otherwise (Street)	PNC FINANCIAL SERVICES GROUP, INC. [PNC] (First) (Moddab) (D C PLAZA, 249 FIFTH AVENUE 02/09/2015 (Since) (James of Earliest Transaction (Month/Day/Year) 02/09/2015 (James of Earlies

Reporting Owners

	Relationships								
Reporting Owner Name / Address	Director	10% Owner	Officer	Other					
HANNON MICHAEL J ONE PNC PLAZA 249 FIFTH AVENUE PITTSBURGH, PA 15222-2707			Executive Vice President						

Signatures

Rachel L. Smydo, Attorney-in-Fact for Michael J. Hannon	02/11/2015
-Signature of Reporting Person	Date

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).
- On February 9, 2015, 1,383 shares of PNC Common Stock vested following the approval of the Personnel and Compensation Committee of the PNC Board of Directors on January 28, 2015 of a payout of 120.32% based on performance against established criteria of previously granted performance based restricted share units to the reporting
- (1) person. The grant was made on February 9, 2011 and was expressed as a "target" number of share units, with payout contingent on PNC having achieved related performance criteria. The share units pay out, if at all, in shares of PNC Common Stock, with any accrued dividend equivalents being paid out in cash. Subject to the Committee's discretion, the target number of share units may be reduced (down to 75% target) or increased (up to 125% of target), based on PNC's total shareholder return for the prior fiscal year.
- (2) Represents shares withheld to cover the reporting person's tax liability in connection with the performance based restricted share units awarded on February 9, 2015 and granted on February 9, 2011.
 - On February 9, 2015, 469 shares of PNC Common Stock vested following the approval of the Personnel and Compensation Committee of the PNC Board of Directors on January 28, 2015 of a payout of 120.32% based on performance against established criteria of previously granted performance based restricted share units to the reporting
- person. The grant was made on February 9, 2011 and was expressed as a "target" number of share units, with payout contingent on PNC having achieved related performance criteria. The share units pay out, if at all, in shares of PNC Common Stock, with any accrued dividend equivalents being paid out in cash. Subject to the Committee's discretion, the target number of share units may be reduced (down to 75% target) or increased (up to 125% of target), based on PNC's total shareholder return for the prior fiscal year.
- 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. ("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. The percentage of assets in the unitized fund investment option that are deemed to be invested in PNC common stock may vary from time to time.

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.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.