

FORM 4

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

OMB APPROVAL

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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

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

(Print or Type Responses)

1. Name and Address of Reporting Person* Esposito Orlando C. (Last) (First) (Middle) ONE PNC PLAZA, 249 FIFTH AVE (Street) PITTSBURGH, PA 15222 (City) (State) (Zip)	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 _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ Executive Vice President
3. Date of Earliest Transaction (Month/Day/Year) 03/13/2015		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person ___ Form filed by More than One Reporting Person
4. If Amendment, Date Original Filed (Month/Day/Year)		

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
\$5 Par Common Stock	03/13/2015		M		4,000	A	\$ 57.21	15,056	D	
\$5 Par Common Stock	03/13/2015		S		4,000	D	\$ 95.5739 (U)	11,056	D	
\$5 Par Common Stock	03/13/2015		M		4,500	A	\$ 31.07	15,556	D	
\$5 Par Common Stock	03/13/2015		S		4,500	D	\$ 95.5739 (U)	11,056	D	
\$5 Par Common Stock	03/13/2015		M		12,000	A	\$ 54.01	23,056	D	
\$5 Par Common Stock	03/13/2015		S		12,000	D	\$ 95.5739 (U)	11,056	D	
\$5 Par Common Stock	03/13/2015		M		16,000	A	\$ 64.21	27,056	D	
\$5 Par Common Stock	03/13/2015		S		16,000	D	\$ 95.5739 (U)	11,056	D	

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				
Employee Stock Option (Right-to-Buy)	\$ 57.21	03/13/2015		M		4,000		01/22/2009	01/22/2018	\$5 Par Common Stock	4,000	\$ 0	0	D	
Employee Stock Option (Right-to-Buy)	\$ 31.07	03/17/2015		M		4,500		02/12/2010	02/12/2019	\$5 Par Common Stock	4,500	\$ 0	0	D	

Employee Stock Option (Right-to-Buy)	\$ 54.01	03/13/2015		M			12,000	01/25/2011	01/25/2020	\$5 Par Common Stock	12,000	\$ 0	0	D
Employee Stock Option (Right-to-Buy)	\$ 64.21	03/13/2015		M			16,000	02/09/2012	02/09/2021	\$5 Par Common Stock	16,000	\$ 0	0	D

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Esposito Orlando C. ONE PNC PLAZA 249 FIFTH AVE PITTSBURGH, PA 15222			Executive Vice President	

Signatures

Christi Davis, Attorney-in-Fact for Orlando C. Esposito		03/17/2015
<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) Represents the weighted average price of shares sold in multiple transactions with prices ranging from \$95.26 to \$95.85. 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.

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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