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

| pe Response | s) | | | | | | | | | | | | | |
|---|---|--|---|---|---|---|---|--|---|---|--|--|---|--|
| 1. Name and Address of Reporting Person* Rockey Joseph 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) Director X Officer (give title below) Other (specify below) | | | | | |
| (Last) (First) (Middle) 249 FIFTH AVENUE, MAILSTOP: P1- POPP-30-1 | | | 3. Date of Earliest Transaction (Month/Day/Year) 07/22/2015 | | | | | | | Exec | utive Vice Pr | esident | | |
| (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 PersonForm filed by More than One Reporting Person nired, Disposed of, or Beneficially Owned | | | | |
| (City) (State) (Zip) | | | Table I - Non-Derivative Securities Acqu | | | | | | | | | | | |
| ecurity | | 2. Transaction Date (Month/Day/Year) | any | e, if C (I ear) | ode nstr. 8) | ction | (A) or E (Instr. 3 | Oisposed , 4 and 5 (A) or | of (D) | Beneficia Reported (Instr. 3 a | reficially Owned Following orted Transaction(s) tr. 3 and 4) | | Ownership Form: Direct (D) or Indirect (I) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
| \$5 Par Common Stock | | 07/22/2015 | | | F ⁽¹⁾ | | 701 | D | \$ 99.63 | 11,882 | | | D | |
| P | | Table II - | Derivative Secu | ırities | Acquir | Persont cont the t | sons wh tained ir form dis | o responding this formula of the second of t | orm an a curro eneficia | re not requently valid | uired to res I OMB con | spond unle | ss | 1474 (9-02) |
| 2. Conversion or Exercise Price of Derivative Security | Date | on 3A. Deemed Execution Da any | (e.g., puts, calls, 4. tte, if Transacti Code Year) (Instr. 8) | 5. Nu of De Sec Ac (A) Dis of (In | mber rivative curities quired) or sposed (D) str. 3, | 6. D and (Mo | e, convert | tible sec cisable on Date Year) | 7.7 An Un Sec (In 4) | Title and nount of derlying curities str. 3 and | 8. Price of Derivative Security (Instr. 5) | Derivative Securities Beneficially Owned Following Reported | Owners Form of Derivat Security Direct (or Indir (s) (I) | Beneficia Ownershi (Instr. 4) |
| | d Address of oseph E H AVENU-1 JRGH, PA curity Common Sta | Oseph E (First) (H AVENUE, MAILS -1 (Street) URGH, PA 15222-270 (State) ecurity Ommon Stock Report on a separate line for Exercise Price of Derivative (Month/Day) | d Address of Reporting Person* oseph E (First) (Middle) (H AVENUE, MAILSTOP: P11 (Street) JRGH, PA 15222-2707 (State) (Zip) ecurity 2. Transaction Date (Month/Day/Year) mmon Stock 07/22/2015 Report on a separate line for each class of security Table II - 2. Conversion or Exercise Price of Derivative (Month/Day/Year) 3A. Deemed Execution Date (Month/Day/Year) (Month/Day/Year) | 2. Issuer Nan PNC FINA! [PNC] 3. Date of Earl 07/22/2015 (Street) 4. If Amendment of Execution Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) Conversion or Exercise Price of Derivative Security 2. Transaction Date (Month/Day/Year) 3. Date of Earl 07/22/2015 4. If Amendment of Execution Date (Month/Day/Year) 2. 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Issuer Name and Ticker or Tr PNC FINANCIAL SERVIC [PNC] (First) (Middle) (17/22/2015) H AVENUE, MAILSTOP: P1- (Street) 4. If Amendment, Date Original F URGH, PA 15222-2707 (State) (Zip) Table I - Non-Detective (Month/Day/Year) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) 2A. Deemed Execution Date, if (Month/Day/Year) (Month/Day/Year) Amount of the interval of | 2. Issuer Name and Ticker or Trading Syn PNC FINANCIAL SERVICES GR [PNC] (First) (Middle) (PNC) (Street) (Month/Day O7/22/2015 3. Date of Earliest Transaction (Month/Day O7/22/2015 4. If Amendment, Date Original Filed(Month O2) (Table 1 - Non-Derivative Securities Date (Month/Day/Year) (Month/Day/Year) (State) (Zip) Table 1 - Non-Derivative Securities Deneficially owned directly or indirectly or indirectly or Execution Date (E.g., puts, calls, warrants, options, convertice of Date (Month/Day/Year) (Month/Day/Year) 2. 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[PNC] (Finst) (Middle) H AVENUE, MAILSTOP: P1- 1 (State) (State) (Zip) Table 1 - Non-Derivative Securities Acquired (Month/Day/Year) (Month/Day/ |

Reporting Owners

| | Relationships | | | | | | | |
|--|---------------|--------------|--------------------------|-------|--|--|--|--|
| Reporting Owner Name / Address | Director | 10% Owner | Officer | Other | | | | |
| Rockey Joseph E 249 FIFTH AVENUE MAILSTOP: P1-POPP-30-1 PITTSBURGH, PA 15222-2707 | | | Executive Vice President | | | | | |

Signatures

| Christi Davis, Attorney-in-fact for Joseph E. Rockey | 07/24/2015 |
|--|------------|
| -*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).
- (1) Shares have been withheld to satisfy tax liability resulting from the vesting of restricted stock.

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.

For Executing SEC Forms 3, 4 and 5

Know all by these presents, that the undersigned hereby constitutes and appoints each of J. Douglas MacKinnon, Michelle T. Calderone, Christi Davis, Edward S. Rosenthal and Rachel L. Smydo signing singly, the undersigned's true and lawful attorneys-in-fact to:

- (1) execute for and on behalf of the undersigned, in the undersigned's capacity as a Section 16 officer and/or director of The PNC Financial Services Group, Inc. (the "Corporation"), Forms 3, 4 and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;
- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4 or 5 and file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority; and
- (3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required of, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve or deem necessary or appropriate, in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Corporation assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Corporation, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 2nd day of February, 2015.

/s/ Joseph E. Rockey