

PNC FINANCIAL SERVICES GROUP, INC.

Form 4

July 23, 2013

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, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

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)

(Last) (First) (Middle)
ONE PNC PLAZA, 249 FIFTH AVENUE

3. Date of Earliest Transaction (Month/Day/Year)
07/19/2013

____ Director
 Officer (give title below) Executive Vice President
____ 10% Owner
____ Other (specify below)

(Street)
PITTSBURGH, PA 15222-2707

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

(City) (State) (Zip)

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	07/19/2013		M		11,730	A	\$ 62.39	52,054	D	
\$5 Par Common Stock	07/19/2013		M		21,647	A	\$ 71.66	73,701	D	
\$5 Par Common Stock	07/19/2013		M		38,000	A	\$ 53.5	111,701	D	
\$5 Par Common Stock	07/19/2013		S		71,377	D	\$ 77.13	40,324	D	

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						<u>(1)</u>		
Common Stock								
\$5 Par Common Stock	07/19/2013	S	136	D	\$ 76.545	0	I	UTMA by Spouse for Son/BR
\$5 Par Common Stock	07/19/2013	S	137	D	\$ 76.6564	0	I	UTMA by Spouse for Son/CR
\$5 Par Common Stock	07/19/2013	S	7	D	\$ 76.8	0	I	UTMA by Self for Son/SP
\$5 Par Common Stock						7,332 <u>(2)</u>	I	401(k) Plan

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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Employee Stock Option (Right-to-Buy) Reload	\$ 62.39	07/19/2013		M	11,730	02/19/2009 01/06/2014	\$5 Par Common Stock
Employee Stock Option (Right-to-Buy) Reload	\$ 71.66	07/19/2013		M	21,647	08/16/2008 01/06/2014	\$5 Par Common Stock

