

PNC FINANCIAL SERVICES GROUP, INC.

Form 4

April 22, 2015

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
DEMCHAK WILLIAM S

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)
04/20/2015

____ Director ____ 10% Owner
☒ Officer (give title below) ____ Other (specify below)
President/CEO

(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	04/20/2015		M		102,057	A	\$ 31.07 426,551
\$5 Par Common Stock	04/20/2015		S		68,000	D	\$ 91.524 358,551 (1)
\$5 Par Common Stock							2,008 (2)
						I	401(k) Plan

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Underlying Security
Employee Stock Option (Right-to-Buy)	\$ 31.07	04/20/2015		M		102,057		02/12/2010	02/12/2019	\$5 Par Common Stock	1,000,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
DEMCHAK WILLIAM S ONE PNC PLAZA 249 FIFTH AVENUE PITTSBURGH, PA 15222-2707	President/CEO

Signatures

Christi Davis, Attorney-in-Fact for William S.
Demchak 04/22/2015

__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).

Represents the weighted average price of shares sold in multiple transactions with prices ranging from \$91.373 to \$91.615 The reporting
(1) 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.

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
(2) 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:

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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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