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PNC FINANCIAL SERVICES GROUP, INC.

Form 3

August 26, 2013

FORM 3

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

OMB APPROVAL

OMB Number:

3235-0104

0.5

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005

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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 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person * Statement PNC FINANCIAL SERVICES GROUP, INC. [PNC] Feldstein Andrew T (Month/Day/Year) 08/15/2013 (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) 280 PARK AVENUE, Â 5TH (Check all applicable) FLOOR EAST (Street) 6. Individual or Joint/Group 10% Owner _X__ Director Officer Other Filing(Check Applicable Line) (give title below) (specify below) _X_ Form filed by One Reporting Person NEW YORK, NYÂ 10017 Form filed by More than One Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned 4. Nature of Indirect Beneficial 1. Title of Security 2. Amount of Securities Beneficially Owned Ownership Ownership (Instr. 4) (Instr. 4) Form: (Instr. 5) Direct (D) or Indirect (I) (Instr. 5) Â \$5 Par Common Stock 13,000 D Reminder: Report on a separate line for each class of securities beneficially SEC 1473 (7-02) owned directly or indirectly. Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

currently valid OMB control number.

1. Title of Derivative Security	2. Date Exercisable and	3. Title and Amount of	4.	5.	6. Nature of Indirect
(Instr. 4)	Expiration Date	Securities Underlying	Conversion	Ownership	Beneficial Ownership
	(Month/Day/Year)	Derivative Security	or Exercise	Form of	(Instr. 5)
		(Instr. 4)	Price of	Derivative	
		Title	Derivative	Security:	
			Security	Direct (D)	

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	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Volatility Swaps	(1)	01/17/2014	\$5 Par Common Stock	72,500	\$ <u>(1)</u>	I	see footnote (2)

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Feldstein Andrew T

280 PARK AVENUE
5TH FLOOR EAST
NEW YORK, NYÂ 10017

Signatures

Christi Davis, Attorney in Fact for Andrew T Feldstein

08/26/2013

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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).
- The Volatility Swaps are volatility swaps over the \$5 Par Common Stock of PNC Financial Services Group, Inc. (the "Common Stock"). (1) The Volatility Swaps are neither convertible nor exercisable, and were entered into on February, 7, 2013 (with respect to 12,500 Shares),
- (1) The Volatility Swaps are neither convertible nor exercisable, and were entered into on February, 7, 2013 (with respect to 12,500 Shares) February 19, 2013 (with respect to 30,000 Shares) and May 2, 2013 (with respect to 30,000 Shares).
 - The Volatility Swaps have been entered into by each of Blue Mountain Credit Alternatives Master Fund L.P. ("BMCA"), BlueMountain Equity Alternatives Master Fund L.P. ("BMEA") and BlueMountain Timberline Ltd. ("Timberline"). Mr. Feldstein has an indirect pecuniary interest in the Volatility Swaps through his ownership of (i) limited partnership interests in Blue Mountain Credit Alternatives
- (2) Fund L.P., which in turn owns limited partnership interests in BMCA, (ii) limited partnership interests in BlueMountain Equity Alternatives Fund L.P., which in turn owns a limited partnership interests in BMEA, (iii) membership interests in BlueMountain Timberline Onshore, LLC which in turn owns shares of Timberline, and (iv) membership interests in BlueMountain GP Holdings, LLC, the sole beneficial owner of the general partners of each of BMCA and BMEA.

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.

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