

PNC FINANCIAL SERVICES GROUP, INC.  
 Form 4  
 February 11, 2014

**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 \*  
**ROHR JAMES 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)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
**02/07/2014**

Director  10% Owner  
 Officer (give title below)  Other (specify below)

**ONE PNC PLAZA, 249 FIFTH AVENUE**

(Street)

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

**PITTSBURGH, PA 15222-2707**

(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 Ownership (Instr. 4)
				(A) or (D)	Price		
\$5 Par Common Stock	02/07/2014		A <sup>(1)</sup>	12,393	A \$ 0	268,101	D
\$5 Par Common Stock	02/07/2014		F <sup>(2)</sup>	5,712	D \$ 80.185	262,389	D
\$5 Par Common Stock	02/09/2014		A <sup>(3)</sup>	13,522	A \$ 0	275,911	D
\$5 Par Common Stock	02/09/2014		F <sup>(4)</sup>	6,233	D \$	269,678	D

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Common Stock						79.995		
\$5 Par Common Stock	02/09/2014		A <sup>(5)</sup>	14,600	A	\$ 0	284,278	D
\$5 Par Common Stock	02/09/2014		F <sup>(4)</sup>	6,730	D	\$ 79.995	277,548	D
\$5 Par Common Stock							38,571 <sup>(6)</sup>	I 401(k) Plan
\$5 Par Common Stock							58,200	I By Spouse/Trust
\$5 Par Common Stock							516	I By Daughter
\$5 Par Common Stock							13,314	I By Daughter's Irrevocable Trust
\$5 Par Common Stock							225,121	I By Revocable Trust

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 of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of



**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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