

PNC FINANCIAL SERVICES GROUP, INC.
 Form 4
 March 16, 2015

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, 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 *
 GUYAUX JOSEPH C

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)
 03/12/2015

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Senior Vice Chairman

(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	03/12/2015		M		70,000 A \$ 63.69	126,271	D
\$5 Par Common Stock	03/12/2015		S ⁽¹⁾		11,641 D \$ 95.2658	114,630	D
\$5 Par Common Stock	03/12/2015		S ⁽¹⁾		58,359 D \$ 95.827	56,271	D
\$5 Par Common Stock	03/12/2015		M		75,000 A \$ 66.77	131,271	D

Common
Stock

\$5 Par
Common Stock 03/12/2015 S⁽¹⁾ 75,000 D \$ 95.827₍₃₎ 56,271 D

\$5 Par
Common Stock 580 (4) 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	Amount or Number of
Employee Stock Option (Right-to-Buy)	\$ 63.69	03/12/2015		M	70,000	07/21/2011 07/21/2018	\$5 Par Common Stock	70	
Employee Stock Option (Right-to-Buy)	\$ 66.77	03/12/2015		M	75,000	04/26/2011 04/26/2020	\$5 Par Common Stock	75	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GUYAUX JOSEPH C ONE PNC PLAZA 249 FIFTH AVENUE PITTSBURGH, PA 15222-2707			Senior Vice Chairman	

Signatures

Christi Davis, Attorney-in-Fact for Joseph C.
Guyaux

03/16/2015

__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) Exercise of options and sale of shares effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on February 9, 2015.

(2) Represents the weighted average price of shares sold in multiple transactions with prices ranging from \$94.51 to \$95.51. The reporting 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.

(3) Represents the weighted average price of shares sold in multiple transactions with prices ranging from \$95.52 to \$96.25. The reporting 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.

(4) 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 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:

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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