

PNC FINANCIAL SERVICES GROUP, INC.  
 Form 3  
 February 09, 2015

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *			2. Date of Event Requiring Statement (Month/Day/Year)	3. Issuer Name <b>and</b> Ticker or Trading Symbol	4. Relationship of Reporting Person(s) to Issuer  (Check all applicable)  <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below)    (specify below) Executive Vice President	5. If Amendment, Date Original Filed(Month/Day/Year)
(Last)	(First)	(Middle)	01/31/2015	PNC FINANCIAL SERVICES GROUP, INC. [PNC]		
249 FIFTH AVENUE, MAILSTOP: P1-POPP-30-1  (Street)						
PITTSBURGH,	PA	15222-2707				6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
(City)	(State)	(Zip)				

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
\$5 Par Common Stock	12,196 <sup>(1)</sup>	D	^
\$5 Par Common Stock	4,122 <sup>(2)</sup>	D	^

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

SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of	5. Ownership Form of Derivative	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)	
Employee Stock Option (Right-to-Buy)	01/23/2007	01/23/2016	\$5 Par Common Stock	16,000	\$ 70.055	D	Â
Employee Stock Option (Right-to-Buy)	01/25/2008	01/25/2017	\$5 Par Common Stock	14,000	\$ 72.65	D	Â
Employee Stock Option (Right-to-Buy)	04/20/2008	04/20/2017	\$5 Par Common Stock	2,400	\$ 75.85	D	Â
Employee Stock Option (Right-to-Buy)	01/22/2009	01/22/2018	\$5 Par Common Stock	16,000	\$ 57.21	D	Â
Employee Stock Option (Right-to-Buy)	01/25/2011	01/25/2020	\$5 Par Common Stock	17,000	\$ 54.01	D	Â
Employee Stock Option (Right-to-Buy)	02/09/2012	02/09/2021	\$5 Par Common Stock	18,000	\$ 64.21	D	Â
Employee Stock Option (Right-to-Buy)	02/07/2013	02/07/2022	\$5 Par Common Stock	18,000	\$ 60.7	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Rockey Joseph E 249 FIFTH AVENUE MAILSTOP: P1-POPP-30-1 PITTSBURGH, PA 15222-2707	Â	Â	Â Executive Vice President	Â

## Signatures

Christi Davis, Attorney-in-Fact for Joseph E. Rockey  
Date: 02/09/2015

\_\_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).
- (1) Includes 6,627 shares of restricted stock that were previously granted and will vest on two different dates. 2,209 Restricted Stock Shares will vest on July 22, 2015 and 4,418 Restricted Stock Shares will vest on July 22, 2016.

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Represents restricted share units payable solely in stock. Vesting of Restricted Share Units will take place on seven different dates. 571 (2) shares will vest on March 7, 2015, 612 shares will vest on March 8, 2015, 571 shares will vest on March 7, 2016, 613 shares will vest on March 8, 2016, 571 shares will vest on March 7, 2017, 613 shares will vest on March 8, 2017 and 571 shares will vest on March 7, 2018.

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**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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