DEMCHAK WILLIAM S

Form 4

December 07, 2011

FORM 4

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005 Estimated average

Form 4 or Form 5 obligations may continue.

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

burden hours per 0.5 response...

OMB APPROVAL

See Instruction 1(b).

(City)

(State)

(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) ONE PNC PL AVENUE	(First) AZA, 249 F.	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 12/05/2011	Director 10% OwnerX Officer (give title Other (specibelow) Senior Vice Chairman			
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)	 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person _ Form filed by More than One Reporting 			
PITTSBURGI	H, PA 15222	-2707		Person			

(Zip)

Table I - Non-Derivative Securities Acq	quired, Disposed of, o	r Beneficially Owned

(,)	(=)	Table 1 - Non-Derivative Securities Acquired,					uirea, Disposea o	of, or Beneficia	ally Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code		4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or		of (D)	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)
Φ5 D			Code	V	Amount	(D)	Price	(Ilisti. 3 aliu 4)		
\$5 Par Common Stock	12/05/2011		S		34,900	D	\$ 55.52 (1)	258,762 (2)	D	
\$5 Par Common Stock	05/28/2011		G	V	15,100	D	\$ 0	0	I	By GRAT
\$5 Par Common Stock	12/05/2011		S		3,020	D	\$ 55.48 (3)	0	I	By Trust [Son]
\$5 Par	12/05/2011		S		3,020	D	\$	0	I	By Trust

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Common Stock					55.48 (3)			[Son]
\$5 Par Common Stock	12/05/2011	S	3,020	D	\$ 55.48 (3)	0	I	By Trust [Daughter]
\$5 Par Common Stock						1,874 (4)	I	401(k) Plan

Reminder: Report on a separate line for each class of securities beneficially 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 currently valid OMB control number.

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9. Nu Deriv Secur Bene

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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. Transac Code (Instr. 8	5. tionNumber of) Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	S	ate	7. Titl Amou Under Secur (Instr.	int of lying	8. Price of Derivative Security (Instr. 5)
				Code '	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

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

Senior Vice Chairman

Signatures

George P. Long, III as Attorney-in-Fact for William S.

Demchak

12/07/2011

**Signature of Reporting Person Date

Reporting Owners 2

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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 \$55.46 to \$55.58. 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.
- (2) These share amounts include 19,200 shares distributed to the reporting person by a Grantor Retained Annuity Trust on May 28, 2011 in a transaction exempt from reporting pursuant to rule 16a-13.
- Represents the weighted average price of shares sold in multiple transactions with prices ranging from \$55.45 to \$55.53. 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, 98% of which consists of PNC common stock, and the remainder of which is invested in a money market fund.

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.