

Hall Neil F
Form 4
August 23, 2012

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 *
Hall Neil F

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)

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

ONE PNC PLAZA, 249 FIFTH AVE

08/21/2012

Executive Vice President

(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

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| \$5 Par Common Stock | 08/21/2012 | | M ⁽¹⁾ | | 4,217 A \$ 53.43 | 31,708 | D |
| \$5 Par Common Stock | 08/21/2012 | | M ⁽¹⁾ | | 5,490 A \$ 54.2 | 37,198 | D |
| \$5 Par Common Stock | 08/21/2012 | | M ⁽¹⁾ | | 6,242 A \$ 54.905 | 43,440 | D |
| \$5 Par Common | 08/21/2012 | | S ⁽¹⁾ | | 15,949 D \$ 62.5 | 27,491 ⁽²⁾ | D |

Stock

\$5 Par
Common
Stock

6,742 ⁽³⁾

I

401(k)
Plan

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 Security (Instr. 3 and 4) | 8. Amount or Number of Shares |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Employee Stock Option (Right-to-Buy) Reload | \$ 54.2 | 08/21/2012 | | M ⁽¹⁾ | 5,490 | 11/23/2005 01/03/2013 | \$5 Par Common Stock | 5,490 |
| Employee Stock Option (Right-to-Buy) Reload | \$ 53.43 | 08/21/2012 | | M ⁽¹⁾ | 4,217 | 05/17/2005 01/03/2013 | \$5 Par Common Stock | 4,217 |
| Employee Stock Option (Right-to-Buy) Reload | \$ 54.905 | 08/21/2012 | | M ⁽¹⁾ | 6,242 | 05/25/2006 01/03/2013 | \$5 Par Common Stock | 6,242 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Hall Neil F ONE PNC PLAZA 249 FIFTH AVE | | | Executive Vice President | |

PITTSBURGH, PA 15222

Signatures

George P. Long, III Attorney-in-Fact for Neil
F. Hall

08/23/2012

__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) Option Exercise and sale of shares effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on July 23, 2012.

Includes an aggregate of 112 shares acquired by the reporting person through dividend reinvestment under the Issuer's Dividend Reinvestment and Stock Purchase Plan subsequent to the date of the reporting person's most recent filing on Form 4. Also includes an aggregate of 43 shares acquired by the reporting person through PNC's Employee Stock Purchase Plan subsequent to the date of the reporting person's most recent filing on Form 4.

(2) 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 amount of securities beneficially owned reflects 84 shares indirectly acquired for the account of the reporting person under the ISP in transactions exempt from reporting under Rule 16a-3(f)(1)(i)(B) that occurred subsequent to the date of the reporting person's most recent filing on Form 4 providing Table I information. 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.

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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