

PNC FINANCIAL SERVICES GROUP, INC.

Form 3

July 10, 2014

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
Henn Vicki C.
(Month/Day/Year)
07/01/2014

(Last) (First) (Middle)

3. Issuer Name and Ticker or Trading Symbol
PNC FINANCIAL SERVICES GROUP, INC. [PNC]

4. Relationship of Reporting Person(s) to Issuer 5. If Amendment, Date Original Filed(Month/Day/Year)

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer ____ Other
(give title below) (specify below)
Executive Vice President

249 FIFTH
AVENUE, MAILSTOP:
P1-POPP-30-1

(Street)

PITTSBURGH, PA 15222-2707

(City) (State) (Zip)

6. Individual or Joint/Group Filing(Check Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

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	4,116 ⁽¹⁾	D	Â
\$5 Par Common Stock	2,800 ⁽²⁾	D	Â
\$5 Par Common Stock	2,026 ⁽³⁾	I	401(k)

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	3. Title and Amount of Securities Underlying	4. Conversion	5. Ownership	6. Nature of Indirect Beneficial
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(Month/Day/Year)		Derivative Security (Instr. 4)		or Exercise Price of Derivative Security	Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	Ownership (Instr. 5)
Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Employee Stock Option (Right-to-Buy)	02/09/2012 02/09/2021	\$5 Par Common Stock	3,000	\$ 64.21	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Henn Vicki C. 249 FIFTH AVENUE MAILSTOP: P1-POPP-30-1 PITTSBURGH,Â PAÂ 15222-2707	Â	Â	Â Executive Vice President	Â

Signatures

Christi Davis, Attorney-in-Fact for Vicki C.
Henn 07/10/2014

**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 1,200 shares of restricted stock that were previously granted and will vest on February 7, 2015.

(2) Represents restricted share units payable solely in stock. Vesting of the Restricted Share Units will take place on two different dates. 1,200 Restricted Share Units will vest on February 14, 2016 and 1,600 Restricted Share Units will vest on February 13, 2017.

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.

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Remarks:

SeeÂ attachedÂ footnotesÂ 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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