PNC FINANCIAL SERVICES GROUP, INC.

Form 4

February 18, 2015

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

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if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

Check this box

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

1(b).

(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)

(First)

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year)

02/13/2015

Director 10% Owner Other (specify

X_ Officer (give title below) President/CEO

ONE PNC PLAZA, 249 FIFTH **AVENUE**

(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

PITTSBURGH, PA 15222-2707

(City)	(State)	(Zip) Tab	le I - Non-	Derivative	Secu	rities Acquir	ed, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	(A) or			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	es Ownership hally Form: Direct (D) hag or Indirect d (I) htion(s) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
\$5 Par Common Stock	02/13/2015		Code V $A_{\underline{(1)}}$	Amount 11,121	(D)	Price \$ 0	325,119	D	
\$5 Par Common Stock	02/13/2015		F(2)	5,348	D	\$ 91.955	319,771	D	
\$5 Par Common Stock	02/14/2015		A(3)	9,098	A	\$ 0	328,869	D	
\$5 Par	02/14/2015		F(4)	4,375	D	\$	324,494	D	

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92.1075 Common

Stock

\$5 Par

401(k)Common $2,008 \stackrel{(5)}{=}$ I Plan Stock

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)

	Conversion	• •	Execution Date, if	4. Transactio		6. Date Exerc Expiration D	nte	7. Title and Amount of Underlying	8. Price of Derivative	9. Nu Deriv	
Security	or Exercise		any (Month/Doy/Voor)	Code	of Dorivotive	(Month/Day/	r ear)		, ,	Security (Instr. 5)	Secui
` /	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Derivative Securities			Securities (Instr. 3 and 4)	(Instr. 5)	Bene	
					Acquired					Owne Follo	
	Security				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						,
					4, and 5)						
									Amount		
						_			or		
						Date Exercisable	Expiration Date	Title N	Number		
									of		
				Code V	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

DEMCHAK WILLIAM S ONE PNC PLAZA 249 FIFTH AVENUE **PITTSBURGH, PA 15222-2707**

President/CEO

Signatures

Christi Davis, Attorney-in-Fact for William S. 02/18/2015 Demchak

> **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).

Reporting Owners 2

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- On February 13, 2015, 11,121 shares of PNC Common Stock vested following the approval of the Personnel and Compensation Committee of the PNC Board of Directors on January 28, 2015 of a payout of 120.32% based on performance against established criteria of previously granted performance based restricted share units to the reporting person. The grant was made on February 13, 2014 and was
- (1) expressed as a "target" number of share units, with payout contingent on PNC having achieved related performance criteria. The share units pay out, if at all, in shares of PNC Common Stock, with any accrued dividend equivalents being paid out in cash. Subject to the Committee's discretion, the target number of share units may be reduced (down to 75% of target) or increased (up to 125% of target), based on PNC total shareholder return for the prior fiscal year.
- (2) Represents shares withheld to cover the reporting person's tax liability in connection with the performance based restricted share units awarded on February 13, 2015 and granted on February 13, 2014.
 - On February 14, 2015, 9098 shares of PNC Common Stock vested following the approval of the Personnel and Compensation Committee of the PNC Board of Directors on January 28, 2015 of a payout of 120.32% based on performance against established criteria of previously granted performance based restricted share units to the reporting person. The grant was made on February 14, 2013 and was
- (3) expressed as a "target" number of share units with payout contingent on PNC having achieved related performance criteria. The share units pay out, if at all, in shares of PNC Common Stock, with any accrued dividend equivalents being paid out in cash. Subject to the Committee's discretion, the target number of share units may be reduced (down to 75% of target) or increased (up to 125% of target), based on PNC's total shareholder return for the prior fiscal year.
- (4) Represents shares withheld to cover the reporting person's tax liability in connection with the performance based restricted share units awarded on February 14, 2015 and granted on February 14, 2013.
 - 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
- (5) 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. 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.