Parsley E William III Form 4 February 13, 2012

FORM 4

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

OMB APPROVAL

OMB
Number: 3235-0287

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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response...

Form 4 or Form 5 obligations may continue. See Instruction

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 ** Parsley E William III			2. Issuer Name and Ticker or Trading Symbol PNC FINANCIAL SERVICES	5. Relationship of Reporting Person(s) to Issuer			
			GROUP, INC. [PNC]	(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)	Director 10% Owner N Officer (give title Other (specify			
249 FIFTH AVENUE (Street)			02/09/2012	below) below) Executive Vice President			
			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person			
PITTSBURG	H, PA 1522	2	Form filed by More than O Person				

(City)	(State)	(Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned								
1.Title Securi (Instr.	ity	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			d of (D)	5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
¢5 D.	~~			Code V	Amount	or (D)	Price	Transaction(s) (Instr. 3 and 4)			
\$5 Pa Com Stock	mon	02/09/2012		A(1)	2,433	A	\$0	42,396	D		
\$5 Pa Com Stock	mon	02/09/2012		F(2)	1,087	D	\$ 60.45	41,309	D		
\$5 Pa Com Stock	mon	02/09/2012		A(3)	3,940	A	\$ 0	45,249	D		
\$5 Pa		02/09/2012		F(2)	1,759	D	\$ 60.45	43,490	D		

Stock

\$5 Par
Common
1,227 (4)
Stock
1,227 (4)
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 Own Follo Repo Trans (Instr

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. ctionNumber of Securiti Acquire (A) or Dispose of (D) (Instr. 3 4, and 5	(Month/Day ive es ed ed	Date	Amou Unde Secur	rlying	8. Price of Derivative Security (Instr. 5)
				Code	V (A) (E	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Parsley E William III 249 FIFTH AVENUE PITTSBURGH, PA 15222

Executive Vice President

Signatures

George P. Long, III Attorney-in-Fact for E. William
Parsley
02/13/2012

**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) On February 9, 2011, the Personnel and Compensation Committee of the PNC Board of Directors granted performance based restricted share units to the reporting person. The grant was 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

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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. The reporting person received the target amount of units (including dividend equivalents), less a reduction of 3.06% based on the total shareholder return for PNC for the year ended December 31, 2011, which resulted in the vesting of 2433 shares of PNC common stock.

- (2) Shares have been withheld to cover the reporting person's tax liability in connection with the performance based restricted share units granted on February 9, 2011 and awarded on February 9, 2012.
 - On February 9, 2011, the Personnel and Compensation Committee of the PNC Board of Directors granted performance based restricted share units to the reporting person. The grant was 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
- (3) 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. The reporting person received the target amount of units (including dividend equivalents), less a reduction of 3.06% based on the total shareholder return for PNC for the year ended December 31, 2011, which resulted in the vesting of 3940 shares of PNC common stock.
 - 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 7 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. 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.