

PNC FINANCIAL SERVICES GROUP, INC.
 Form 4
 March 17, 2015

FORM 4

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

OMB APPROVAL

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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 *
 Esposito Orlando C.

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

03/13/2015

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (D) | Price |
| \$5 Par Common Stock | 03/13/2015 | | M | | 4,000 | A | \$ 57.21 15,056 |
| \$5 Par Common Stock | 03/13/2015 | | S | | 4,000 | D | \$ 95.5739 11,056 <u>(1)</u> |
| \$5 Par Common Stock | 03/13/2015 | | M | | 4,500 | A | \$ 31.07 15,556 |
| \$5 Par Common | 03/13/2015 | | S | | 4,500 | D | \$ 11,056 95.5739 |

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| Stock | | | | | (1) | | |
|----------------------------|------------|---|--------|---|----------------------|--------|---|
| \$5 Par Common Stock | 03/13/2015 | M | 12,000 | A | \$ 54.01 | 23,056 | D |
| \$5 Par Common Stock | 03/13/2015 | S | 12,000 | D | \$ 95.5739 (1) | 11,056 | D |
| \$5 Par Common Stock | 03/13/2015 | M | 16,000 | A | \$ 64.21 | 27,056 | D |
| \$5 Par Common Stock | 03/13/2015 | S | 16,000 | D | \$ 95.5739 (1) | 11,056 | D |

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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(9-02)

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title |
| Employee Stock Option (Right-to-Buy) | \$ 57.21 | 03/13/2015 | | M | 4,000 | 01/22/2009 01/22/2018 | \$5 Par Common Stock |
| Employee Stock Option (Right-to-Buy) | \$ 31.07 | 03/17/2015 | | M | 4,500 | 02/12/2010 02/12/2019 | \$5 Par Common Stock |
| Employee Stock Option (Right-to-Buy) | \$ 54.01 | 03/13/2015 | | M | 12,000 | 01/25/2011 01/25/2020 | \$5 Par Common Stock |
| Employee Stock Option (Right-to-Buy) | \$ 64.21 | 03/13/2015 | | M | 16,000 | 02/09/2012 02/09/2021 | \$5 Par Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Esposito Orlando C. ONE PNC PLAZA 249 FIFTH AVE PITTSBURGH, PA 15222 | | | Executive Vice President | |

Signatures

| | |
|--|---------------------|
| Christi Davis, Attorney-in-Fact for Orlando C. Esposito | 03/17/2015 |
| <small>**Signature of Reporting Person</small> | <small>Date</small> |

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 \$95.26 to \$95.85. 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.

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.