

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)  
 03/13/2015

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)

Executive Vice President

ONE PNC PLAZA, 249 FIFTH AVE  
 (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.

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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

