

PNC FINANCIAL SERVICES GROUP, INC.
 Form 4
 April 04, 2012

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 *
CHELLGREN PAUL W

(Last) (First) (Middle)

**TOEBBEN EXECUTIVE
 CENTER, 541 BUTTERMILK
 PIKE, SUITE 207**

(Street)

CRESCENT SPRINGS, KY 41017

(City) (State) (Zip)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
04/02/2012

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)
Phantom Stock Unit	(1)	04/02/2012		A(2)	409	(1) (1)	\$5 Par Common Stock	409 \$ 64.7
Phantom Stock Unit	(1)					(1) (1)	\$5 Par Common Stock	19,636

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CHELLGREN PAUL W TOEBBEN EXECUTIVE CENTER 541 BUTTERMILK PIKE, SUITE 207 CRESCENT SPRINGS, KY 41017	X			

Signatures

George P. Long, III Attorney-in-Fact for Paul W. Chellgren
04/04/2012

__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) One phantom stock unit is the economic equivalent of one share of The PNC Financial Services Group, Inc. ("PNC") Common Stock. Phantom stock units will be settled in cash upon distribution to the reporting person and generally do not expire.
- (2) Phantom Stock Units received under the PNC Directors Deferred Compensation Plan.
Includes an aggregate of 167 Phantom Stock Units acquired by the reporting person as dividend equivalents under the PNC Directors
- (3) Deferred Compensation Plan subsequent to the date of the reporting person's most recent filing on Form 4 reporting phantom stock units on Table II.
Includes an aggregate of 112 Phantom Stock Units acquired by the reporting person as dividend equivalents under the PNC Outside
- (4) Directors Deferred Stock Unit Plan subsequent to the date of the reporting person's most recent filing on Form 4 reporting phantom stock units on Table II.

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.