

PNC FINANCIAL SERVICES GROUP, INC.
 Form 4
 January 21, 2014

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
 Feldstein Andrew T

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)
 280 PARK AVENUE, 5TH FLOOR
 EAST
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 01/17/2014

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

NEW YORK, NY 10017

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

(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 Ownership (Instr. 4)
\$5 Par Common Stock				(A) or (D) Price	13,000	D	

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)	Amount or Number of Shares
Volatility Swaps ⁽¹⁾	<u>(2)</u>	01/17/2014		J ⁽³⁾	72,500	<u>(2)</u> 01/17/2014	\$5 Par Common Stock	72,500
Phantom Stock Unit	<u>(6)</u>					<u>(6)</u> <u>(6)</u>	\$5 Par Common Stock	611

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Feldstein Andrew T 280 PARK AVENUE 5TH FLOOR EAST NEW YORK, NY 10017	X			

Signatures

Christi Davis, Attorney-in-Fact for Andrew T. Feldstein 01/21/2014

__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) The Volatility Swaps were volatility swaps over 72,500 shares of \$5 Par Common Stock of PNC Financial Services Group, Inc. (the "Common Stock").

(2) The Volatility Swaps were neither convertible nor exercisable.

(3) The Volatility Swaps expired January 17, 2014.

(4) Inapplicable. The Volatility Swaps expired.

The Volatility Swaps were held by each of Blue Mountain Credit Alternatives Master Fund L.P. ("BMCA"), BlueMountain Equity Alternatives Master Fund L.P. ("BMEA") and BlueMountain Timberline Ltd. ("Timberline"). Mr. Feldstein held an indirect pecuniary interest in the Volatility Swaps through his ownership of (i) limited partnership interests in Blue Mountain Credit Alternatives Fund L.P., which in turn owns limited partnership interests in BMCA, (ii) limited partnership interests in BlueMountain Equity Alternatives Fund L.P., which in turn owns limited partnership interests in BMEA, (iii) membership interests in BlueMountain Timberline Onshore, LLC, which in turn owns shares of Timberline, and (iv) membership interests in BlueMountain GP Holdings, LLC, the sole beneficial owner of the general partners of each of BMCA and BMEA.

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- (6) 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.

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.

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