

HANNON MICHAEL J
Form 4
June 16, 2010

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
HANNON MICHAEL J

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)
ONE PNC PLAZA, 249 FIFTH AVENUE

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
06/14/2010

____ Director
 Officer (give title below) _____ 10% Owner
_____ Other (specify below)
Executive Vice President

PITTSBURGH, PA 15222-2707

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 Indirect Beneficial Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|--------|---|-------------|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| \$5 Par Common Stock | 06/14/2010 | | M | | 14,666 | A | \$ 31.07 | 61,009 | D | |
| \$5 Par Common Stock | 06/14/2010 | | S | | 14,666 | D | \$ 60.539 | 46,343 | D | |
| \$5 Par Common Stock | 04/26/2010 | | J ⁽²⁾ | V | 9 | A | \$ 69.23 | 6,939 | I | 401(k) Plan |
| \$5 Par | | | | | | | | 7 | I | UTMA by |

Edgar Filing: HANNON MICHAEL J - Form 4

| | | | | | | | |
|----------------------|--|--|--|-----|--|---|---------------------------|
| Common Stock | | | | | | | Self for Son/SP |
| \$5 Par Common Stock | | | | 7 | | I | UTMA by Self for Son/BM |
| \$5 Par Common Stock | | | | 137 | | I | UTMA by Spouse for Son/CR |
| \$5 Par Common Stock | | | | 136 | | I | UTMA by Spouse for Son/BR |

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.

SEC 1474
(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 Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|--|---------|--|-----------------|---|
| | | | | | V | (A) (D) | Date Exercisable | Expiration Date | |
| Employee Stock Option (Right-to-Buy) | \$ 31.07 | 06/14/2010 | | M | | 14,666 | 02/12/2010 | 02/12/2019 | \$5 Par Common Stock |
| Phantom Stock Unit | (3) | 01/26/2009 | | J(4) | V | 43 | (5) | (5) | \$5 Par Common Stock |
| Phantom Stock Unit | (3) | 04/24/2009 | | J(4) | V | 5 | (5) | (5) | \$5 Par Common Stock |
| Phantom Stock Unit | (3) | 07/24/2009 | | J(4) | V | 5 | (5) | (5) | \$5 Par Common Stock |
| | (3) | 10/26/2009 | | J(4) | V | 3 | (5) | (5) | |

| | | | | | | | | |
|--------------------|-----|------------|------|---|---|-----|-----|----------------------|
| Phantom Stock Unit | | | | | | | | \$5 Par Common Stock |
| Phantom Stock Unit | (3) | 01/25/2010 | J(4) | V | 4 | (5) | (5) | \$5 Par Common Stock |
| Phantom Stock Unit | (3) | 04/26/2010 | J(4) | V | 3 | (5) | (5) | \$5 Par Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| HANNON MICHAEL J ONE PNC PLAZA 249 FIFTH AVENUE PITTSBURGH, PA 15222-2707 | | | Executive Vice President | |

Signatures

Lori A. Hasselman, Attorney-in-Fact for Michael J. Hannon

06/16/2010

**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) Represents the weighted average price of shares sold with actual prices ranging from \$60.5225 to \$60.581. Upon a request from the staff of the SEC, the issuer, or a security holder of the issuer, the reporting person undertakes to provide full information regarding the number of shares sold at each separate price.
 - (2) Dividend reinvestment shares acquired under the PNC Incentive Savings Plan.
 - (3) One phantom stock unit is the economic equivalent of one share of The PNC Financial Services Group, Inc. ("PNC") Common Stock.
 - (4) Phantom Stock Units received as dividend equivalents under the PNC Supplemental Incentive Savings Plan.
 - (5) Phantom Stock Units will be settled in cash upon distribution from the reporting person's plan account and generally do not expire.

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.