

WHITFORD THOMAS K
Form 4
June 16, 2010

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 *
WHITFORD THOMAS K

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)
Vice Chairman

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	04/26/2010		J ⁽¹⁾	V 15 A \$ 69.23	117,531	D	
\$5 Par Common Stock	06/14/2010		S	20,000 D \$ 61.1143	97,531	D	
\$5 Par Common Stock	04/26/2010		J ⁽³⁾	V 15 A \$ 69.23	10,640	I	401(k) Plan
\$5 Par Common Stock	05/31/2010		J ⁽⁴⁾	V 145 A \$ 10,785		I	401(k)

Common
Stock

Plan

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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock Unit	<u>(6)</u>	10/26/2009		J <u>(7)</u>	V 18	<u>(8)</u>	<u>(8)</u>	\$5 Par Common Stock	18 \$ 51.53
Phantom Stock Unit	<u>(6)</u>	01/25/2010		J <u>(7)</u>	V 17	<u>(8)</u>	<u>(8)</u>	\$5 Par Common Stock	17 \$ 54.60
Phantom Stock Unit	<u>(6)</u>	04/26/2010		J <u>(7)</u>	V 14	<u>(8)</u>	<u>(8)</u>	\$5 Par Common Stock	14 \$ 69.23
Phantom Stock Unit	<u>(6)</u>	10/26/2009		J <u>(9)</u>	V 12	<u>(8)</u>	<u>(8)</u>	\$5 Par Common Stock	12 \$ 51.53
Phantom Stock Unit	<u>(6)</u>	01/25/2010		J <u>(9)</u>	V 12	<u>(8)</u>	<u>(8)</u>	\$5 Par Common Stock	12 \$ 54.60
Phantom Stock Unit	<u>(6)</u>	04/26/2010		J <u>(9)</u>	V 10	<u>(8)</u>	<u>(8)</u>	\$5 Par Common Stock	10 \$ 69.23
Share Units	<u>(10)</u>					<u>(8)</u>	<u>(8)</u>	\$5 Par Common Stock	12,600

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WHITFORD THOMAS K ONE PNC PLAZA 249 FIFTH AVENUE PITTSBURGH, PA 15222-2707			Vice Chairman	

Signatures

Lori A. Hasselman, Attorney-in-Fact for Thomas K.
Whitford

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) Dividend reinvestment shares acquired.
The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$61.1000 to \$61.1700, inclusive. The reporting person undertakes to provide The PNC Financial Services Group, Inc., any security holder of The PNC Financial Services Group, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price.
- (3) Dividend reinvestment shares acquired under the PNC Incentive Savings Plan.
- (4) Shares acquired under the PNC Incentive Savings Plan.
- (5) Shares acquired under the PNC Incentive Savings Plan at various prices ranging from \$51.03 to \$66.99.
- (6) One phantom stock unit is the economic equivalent of one share of The PNC Financial Services Group, Inc. ("PNC") Common Stock.
- (7) Phantom Stock Units received as dividend equivalents under the PNC Deferred Compensation Plan.
- (8) Phantom Stock Units will be settled in cash upon distribution from the reporting person's plan account and generally do not expire.
- (9) Phantom Stock Units received as dividend equivalents under the PNC Supplemental Incentive Savings Plan.
- (10) One share unit is the economic equivalent of one share of The PNC Financial Services Group, Inc. ("PNC") Common Stock.

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.