

ROHR JAMES E  
Form 4  
January 08, 2009

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
ROHR JAMES E

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

3. Date of Earliest Transaction (Month/Day/Year)  
01/06/2009

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

(Street)  
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 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)
				(A) or (D) Code V Amount (D) Price			
\$5 Par Common Stock	01/06/2009		F <sup>(1)</sup>	V 9,605 D \$ 48.825	409,471	D	
\$5 Par Common Stock	10/24/2008		J <sup>(2)</sup>	V 401 A \$ 56.25	34,774	I	401(k) Plan
\$5 Par Common Stock	10/24/2008		J <sup>(3)</sup>	V 6 A \$ 54.82	506	I	Custodian Account/PUTMA <sup>(4)</sup>
\$5 Par					58,200	I	By Spouse <sup>(4)</sup>

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Common  
Stock  
  
\$5 Par  
Common  
Stock

3,555 I By GRAT <sup>(4)</sup>

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

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**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>(5)</u>	01/24/2008		J <sup>(6)</sup>	V 651	<u>(7)</u>	<u>(7)</u>	\$5 Par Common Stock	651	\$ 58.6
Phantom Stock Unit	<u>(5)</u>	04/24/2008		J <sup>(6)</sup>	V 612	<u>(7)</u>	<u>(7)</u>	\$5 Par Common Stock	612	\$ 65.9
Phantom Stock Unit	<u>(5)</u>	07/24/2008		J <sup>(6)</sup>	V 584	<u>(7)</u>	<u>(7)</u>	\$5 Par Common Stock	584	\$ 69.9
Phantom Stock Unit	<u>(5)</u>	10/24/2008		J <sup>(6)</sup>	V 735	<u>(7)</u>	<u>(7)</u>	\$5 Par Common Stock	735	\$ 56.2
Phantom Stock Unit	<u>(5)</u>	01/24/2008		J <sup>(8)</sup>	V 280	<u>(7)</u>	<u>(7)</u>	\$5 Par Common Stock	280	\$ 58.6
Phantom Stock Unit	<u>(5)</u>	04/24/2008		J <sup>(8)</sup>	V 264	<u>(7)</u>	<u>(7)</u>	\$5 Par Common Stock	264	\$ 65.9

Phantom Stock Unit	(5)	07/24/2008	J(8)	V	252	(7)	(7)	\$5 Par Common Stock	252	\$ 69.9
Phantom Stock Unit	(5)	10/24/2008	J(8)	V	316	(7)	(7)	\$5 Par Common Stock	316	\$ 56.2

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROHR JAMES E ONE PNC PLAZA 249 FIFTH AVENUE PITTSBURGH, PA 15222-2707	X		Chairman and CEO	

## Signatures

Lori A. Hasselman, Attorney-in-Fact for James E. Rohr  
01/08/2009

\_\_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) Shares withheld to satisfy tax liability resulting from the vesting of restricted stock previously granted.
- (2) Dividend reinvestment shares acquired under the PNC Incentive Savings Plan.
- (3) Dividend reinvestment shares acquired.
- (4) The reporting person disclaims ownership of these securities and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purposes.
- (5) One phantom stock unit is the economic equivalent of one share of PNC Common Stock.
- (6) Phantom Stock Units received as dividend equivalents under the PNC Supplemental Incentive Savings Plan.
- (7) Phantom Stock Units will be settled in cash upon distribution from the reporting person's plan account and generally do not expire.
- (8) Phantom Stock Units received as dividend equivalents under the PNC Deferred Compensation Plan.

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.