

WHITFORD THOMAS K
Form 4
August 21, 2009

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)
08/19/2009

____ Director _____ 10% Owner
 Officer (give title below) _____ 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 or Disposed of (A) or (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) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|--|---|--|---|--------|---|-------------|
| | | | | (A) or (D) | Price | | | | | |
| | | | | Code | V | Amount | | | | |
| \$5 Par Common Stock | 04/24/2009 | | J ⁽¹⁾ | V | 26 | A | \$ 39.495 | 9,901 | I | 401(k) Plan |
| \$5 Par Common Stock | 05/31/2009 | | J ⁽²⁾ | V | 659 | A | ③ | 10,560 | I | 401(k) Plan |
| \$5 Par Common Stock | 07/24/2009 | | J ⁽¹⁾ | V | 28 | A | \$ 36.6 | 10,588 | I | 401(k) Plan |
| \$5 Par | 08/19/2009 | | F ⁽⁴⁾ | | 6,970 | D | \$ 39.75 | 89,011 | D | |

Common
Stock

\$5 Par

Common 08/19/2009 J⁽⁵⁾ 2,135 D \$ 0 86,876 D
Stock

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) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

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
08/21/2009
**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).

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- (1) Dividend reinvestment shares acquired under the PNC Incentive Savings Plan.
- (2) Shares acquired under the PNC Incentive Savings Plan.
- (3) Shares acquired under the PNC Incentive Savings Plan at various prices.
- (4) Shares withheld to satisfy tax liability resulting from the vesting of restricted stock previously granted. For more information, please see the Current Report on Form 8-K filed by The PNC Financial Services Group, Inc. on August 21, 2009.

Shares of restricted stock previously granted that are estimated to be forfeited pursuant to the Interim Final Rule on TARP Standards for Compensation and Corporate Governance issued in June 2009 by the U.S. Department of the Treasury. For more information, please see the Current Report on Form 8-K filed by The PNC Financial Services Group, Inc. on August 21, 2009.
- (5) Compensation and Corporate Governance issued in June 2009 by the U.S. Department of the Treasury. For more information, please see the Current Report on Form 8-K filed by The PNC Financial Services Group, Inc. on August 21, 2009.

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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