

BERNDT RICHARD O
Form 4
February 11, 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

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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 *
BERNDT RICHARD O

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)

3. Date of Earliest Transaction (Month/Day/Year)
02/09/2010

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

ONE PNC PLAZA, 249 FIFTH AVENUE

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

PITTSBURGH, PA 15222-2707

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		
\$5 Par Common Stock	02/09/2010		D	429	D \$ 52.79	16,749	D
\$5 Par Common Stock	02/09/2010		M	429	A 11	17,178	D
\$5 Par Common Stock	01/25/2010		J ⁽²⁾	V 18	A \$ 54.436	16,749	D
\$5 Par Common Stock	12/11/2009		G	V 1,200	D \$ 0	16,731	D

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Common Stock									
\$5 Par Common Stock	10/26/2009		J ⁽²⁾	V	21	A	\$ 52.536	17,931	D
\$5 Par Common Stock	07/24/2009		J ⁽²⁾	V	32	A	\$ 35.29	17,910	D
\$5 Par Common Stock	04/24/2009		J ⁽²⁾	V	28	A	\$ 41.03	17,878	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)

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. De	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock Unit	(3)	07/24/2009		J ⁽⁴⁾	V 15	(5) (5)	\$5 Par Common Stock	15	\$
Phantom Stock Unit	(3)	10/26/2009		J ⁽⁴⁾	V 10	(5) (5)	\$5 Par Common Stock	10	\$
Phantom Stock Unit	(3)	01/25/2010		J ⁽⁴⁾	V 10	(5) (5)	\$5 Par Common Stock	10	\$
Phantom Stock Unit	(3)	07/24/2009		J ⁽⁶⁾	V 4	(5) (5)	\$5 Par Common Stock	4	\$

Phantom Stock Unit	(3)	10/26/2009	J(6)	V	2	(5)	(5)	\$5 Par Common Stock	2	\$
Phantom Stock Unit	(3)	01/25/2010	J(6)	V	2	(5)	(5)	\$5 Par Common Stock	2	\$
Phantom Stock Unit	(1)	02/09/2010	M		429	02/09/2010	02/09/2010	\$5 Par Common Stock	429	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BERNDT RICHARD O ONE PNC PLAZA 249 FIFTH AVENUE PITTSBURGH, PA 15222-2707			X	

Signatures

Lori A. Hasselman, Attorney-in-Fact for Richard O. Berndt 02/11/2010

__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) Each share of phantom stock was the economic equivalent of one share of PNC common stock. The reporting person settled his shares of phantom stock for shares of PNC common stock.
- (2) Dividend reinvestment shares acquired.
- (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 Outside Directors Deferred Stock Unit Plan.
- (5) Phantom Stock Units will be settled in cash upon distribution from the reporting person's plan account and generally do not expire.
- (6) Phantom Stock Units received as dividend equivalents under the PNC Directors 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.