

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

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d) of The Securities Exchange Act of 1934

May 27, 2009
Date of Report (date of earliest event reported)

THE PNC FINANCIAL SERVICES GROUP, INC.

(exact name of registrant as specified in its charter)

Commission File Number
001-09718

Pennsylvania
(state or other jurisdiction of
incorporation or organization)

25-1435979
(I.R.S. Employer
Identification Number)

One PNC Plaza
249 Fifth Avenue
Pittsburgh, Pennsylvania 15222-2707
(Address of principal executive offices, including zip code)

(412) 762-2000
(Registrant's telephone number, including area code)

Not Applicable
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 2.02. Results of Operations and Financial Condition.

On May 27, 2009, James E. Rohr, Chairman and Chief Executive Officer of The PNC Financial Services Group, Inc. (the "Corporation"), gave a presentation to investors at the Sanford C. Bernstein Strategic Decisions 2009 conference in New York. This presentation was accompanied by a series of electronic slides that included information pertaining to the financial results and business strategies of the Corporation. A copy of these slides and related material is included in this report as Exhibit 99.1 and is furnished herewith.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits. The exhibit listed on the Exhibit Index accompanying this Form 8-K is furnished herewith.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

THE PNC FINANCIAL SERVICES GROUP, INC.
(Registrant)

Date: May 27, 2009

By: /s/ Samuel R. Patterson
Samuel R. Patterson
Controller

EXHIBIT INDEX

<u>Number</u>	<u>Description</u>	<u>Method of Filing</u>
99.1	Electronic presentation slides and related material for the Sanford C. Bernstein Strategic Decisions 2009 conference on May 27, 2009	Furnished herewith.



The PNC Financial Services Group, Inc.

Sanford C. Bernstein

Strategic Decisions Conference
May 27, 2009

Cautionary Statement Regarding Forward-Looking Information and Adjusted Information

This presentation includes "snapshot" information about PNC used by way of illustration. It is not intended as a full business or financial review and should be viewed in the context of all of the information made available by PNC in its SEC filings. The presentation also contains forward-looking statements regarding our outlook or expectations relating to PNC's future business, operations, financial condition, financial performance, capital and liquidity levels, and asset quality. Forward-looking statements are necessarily subject to numerous assumptions, risks and uncertainties, which change over time.

The forward-looking statements in this presentation are qualified by the factors affecting forward-looking statements identified in the more detailed Cautionary Statement included in the Appendix, which is included in the version of the presentation materials posted on our corporate website at www.pnc.com/investorevents. We provide greater detail regarding these factors in our first quarter 2009 Form 10-Q and 2008 Form 10-K, including in the Risk Factors and Risk Management sections, and in our other SEC filings (accessible on the SEC's website at www.sec.gov and on or through our corporate website at www.pnc.com/secfilings). We have included web addresses here and elsewhere in this presentation as inactive textual references only. Information on these websites is not part of this document.

Future events or circumstances may change our outlook or expectations and may also affect the nature of the assumptions, risks and uncertainties to which our forward-looking statements are subject. The forward-looking statements in this presentation speak only as of the date of this presentation. We do not assume any duty and do not undertake to update those statements.

In this presentation, we may sometimes refer to adjusted results to help illustrate the impact of certain types of items. This information supplements our results as reported in accordance with GAAP and should not be viewed in isolation from, or a substitute for, our GAAP results. We provide these adjusted amounts and reconciliations so that investors, analysts, regulators and others will be better able to evaluate the impact of these items on our results for the periods presented. We believe that information as adjusted for the impact of the specified items may be useful due to the extent to which these items are not indicative of our ongoing operations.

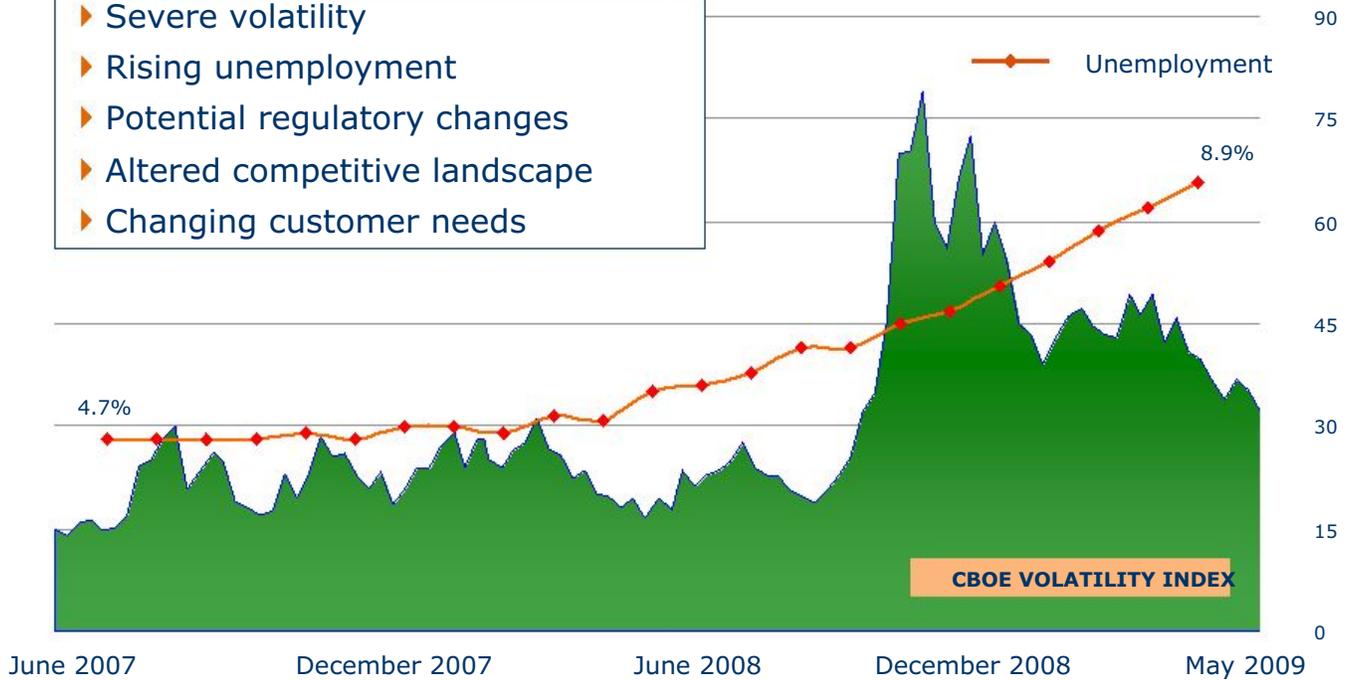
In certain discussions, we may also provide information on yields and margins for all interest-earning assets calculated using net interest income on a taxable-equivalent basis by increasing the interest income earned on tax-exempt assets to make it fully equivalent to interest income earned on taxable investments. We believe this adjustment may be useful when comparing yields and margins for all earning assets.

This presentation may also include a discussion of other non-GAAP financial measures, which, to the extent not so qualified therein or in the Appendix, is qualified by GAAP reconciliation information available on our corporate website at www.pnc.com under "About PNC-Investor Relations."

A Challenging Operating Environment

High levels of uncertainty

- ▶ Severe volatility
- ▶ Rising unemployment
- ▶ Potential regulatory changes
- ▶ Altered competitive landscape
- ▶ Changing customer needs





Key Messages

- ▶ PNC's successful business model is built to deliver solid results over the long term
- ▶ PNC is off to a strong start in 2009 with 1Q09 net income up 38% versus 1Q08
- ▶ Strategic execution should leave PNC well-positioned to deliver long term shareholder value



- ▶ Returning to an overall moderate risk profile
- ▶ Leveraging the brand to grow high quality revenue streams
- ▶ A focus on continuous improvement while investing in innovation
- ▶ Disciplined approach to capital management
- ▶ Strong execution capabilities

PNC's Business Model Positioned Us Well



		PNC	Peers
Average total loan growth	2007 - 2008	17%	11%
	3 year CAGR	15%	12%
	5 year CAGR	15%	14%
Average total deposit growth	2007 - 2008	10%	7%
	3 year CAGR	14%	10%
	5 year CAGR	14%	12%
Average noninterest-bearing deposit growth	2007 - 2008	3%	0%
	3 year CAGR	11%	0%
	5 year CAGR	11%	6%
Pretax pre-provision earnings ² growth	2007 - 2008	15%	(27%)
	3 year CAGR	11%	(19%)
	5 year CAGR	9%	(15%)

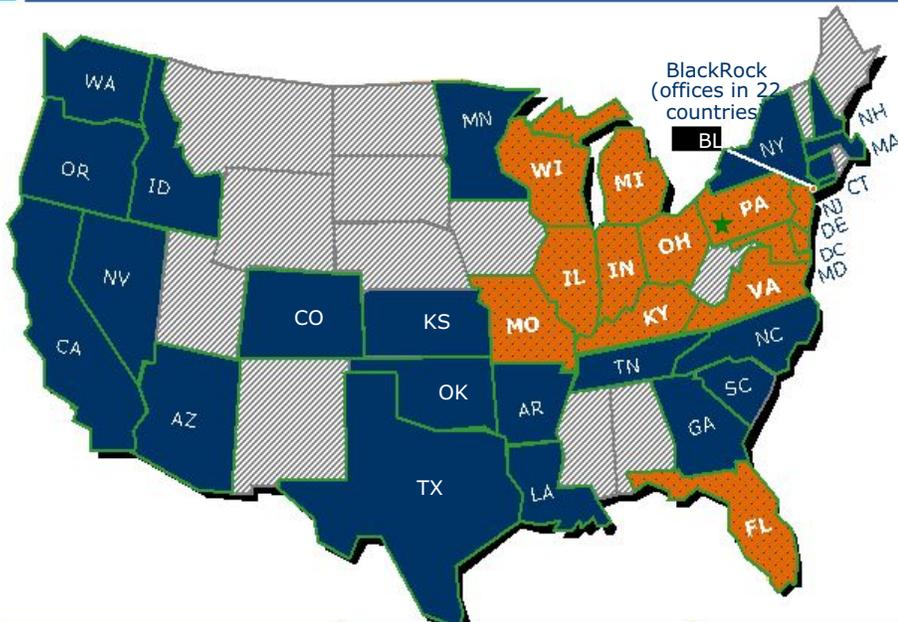
PNC's focus on the banking basics of responsible lending.

and gathering low cost deposits...

...left us well-positioned to deliver long term value.

Growth rates are through December 31, 2008. Averages for total loans, total deposits, and noninterest bearing deposits are for the year ended, as applicable. (1) Peer comparison source: SNL DataSource; Peers represents average of banks identified in the Appendix other than PNC. (2) Total revenue less noninterest expense. Further information for PNC is provided in the Appendix.

A Powerful Franchise



Global Investment Servicing (international offices)

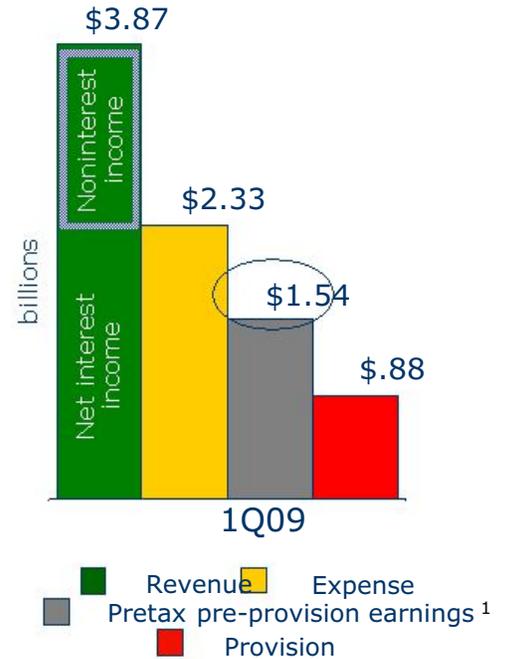
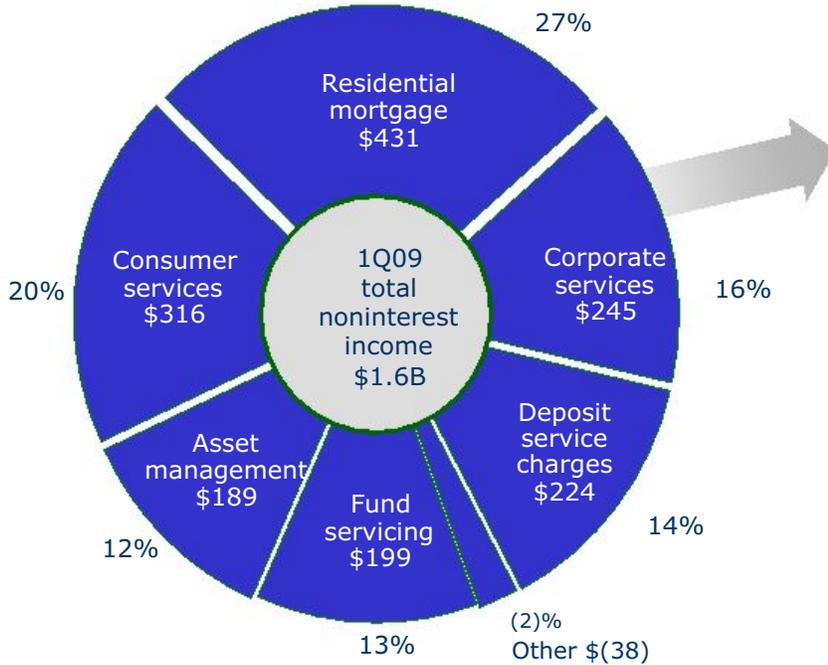
A leading provider of processing, technology and business solutions to the global investment industry

Retail	Asset Management	Residential Mortgage	Corporate & Institutional
Footprint covering nearly 1/3 of the U.S. population	One of the nation's largest bank-held asset managers	One of the nation's largest mortgage platforms	A leader in serving middle-market customers and government entities

Diverse Revenue Streams and Strong Pretax Pre-Provision Earnings



1Q09 - Noninterest income categories in millions



PNC Is Recognized for Our Ability to Create Positive Operating Leverage in Anticipation of Increased Credit Costs.

(1) Total revenue less noninterest expense. Further information is provided in the Appendix.

Balance Sheet Composition



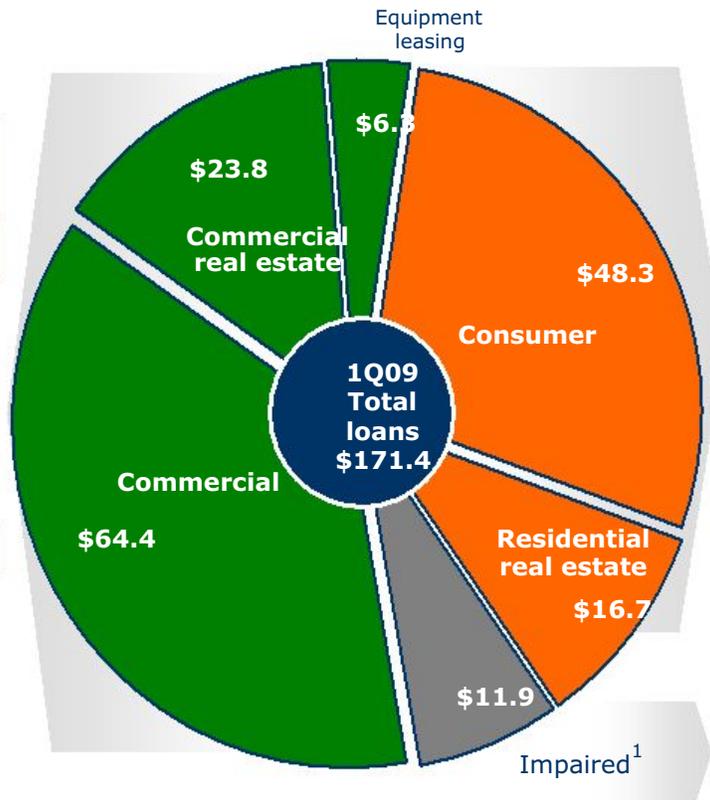
<i>billions</i>	March 31, 2009	% of total	March 31, 2009 Key Ratios	
Cash and short-term investments	\$7	3%		
Interest-earning deposits with banks	15	5		
Loans held for sale ¹	4	1		
Investment securities	46	16		
Loans ¹	171	60		
Other assets and allowance for loan and lease losses	43	15		
Total assets	\$286	100%		
			Loans/Assets	
			PNC	Peers ²
			60%	64%
			Loans/Deposits	
			PNC	Peers ²
			88%	104%
Deposits	\$195	68%		
Borrowed funds	48	17		
Other liabilities	14	5		
Equity	29	10		
Total liabilities and equity	\$286	100%		

PNC's Commitment to Returning to a Moderate Risk Profile
Remains a Top Priority for Creating Long-Term Value.

(1) Amounts include items for which PNC has elected the fair value option under SFAS 159. (2) Peers represents average of banks identified in the Appendix, other than PNC.



PNC's Loan Mix



Commercial lending of \$97 billion represents 57% of total loans

Nonperforming loans	
Commercial	\$1.2
Commercial real estate	1.2
Equipment leasing	0.1
Commercial lending	\$2.5
NPLs / comm'l lending	2.63%

Consumer lending of \$74 billion represents 43% of total loans

Nonperforming loans	
Consumer	\$0.1
Residential real estate	0.3
Consumer lending	\$0.4
NPLs / consumer lending	.5%

Impaired loans ¹	
Comm'l lending	\$2.4
Consumer lending	9.5
Total	\$11.9
Fair value mark	39%

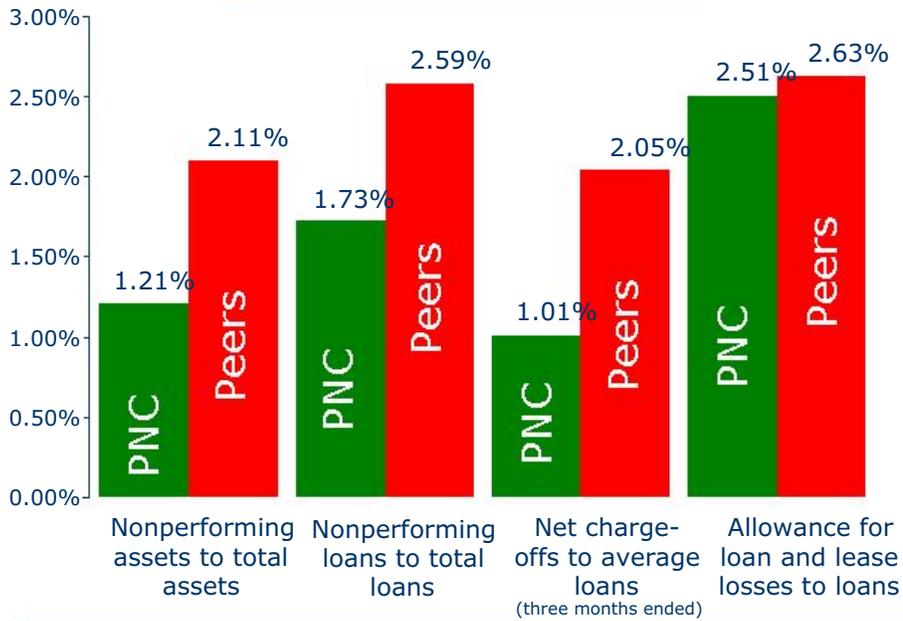
Information in billions. (1) Loans acquired in the National City acquisition and impaired in accordance with AICPA Statement of Position 03-3 ("SOP 03-3").



PNC's Relative Credit Risk Profile



Key 1Q09 Metrics¹



PNC's Commitment to Prudent Risk Management Is Reflected in Our Credit Metrics.

Peer comparison source: SNL DataSource; Peers represents average of banks identified in the Appendix other than PNC. PNC as reported. (1) As of or for the three months ended March 31, 2009. Net charge-offs percentage is annualized.



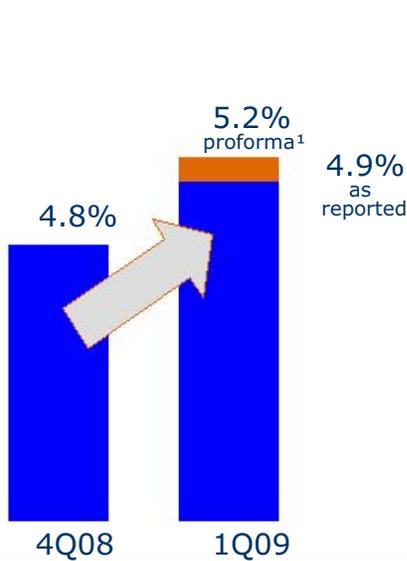
Strengthening Capital



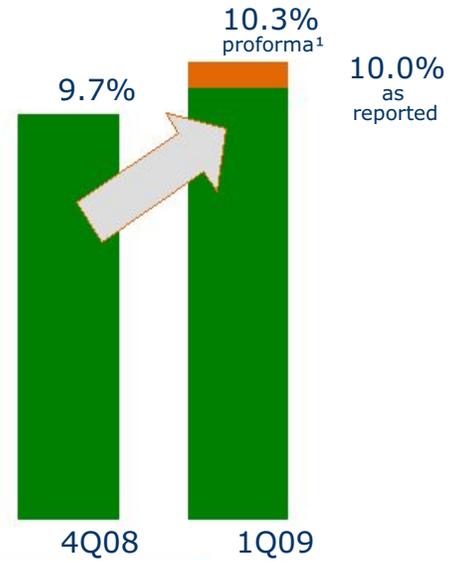
Supervisory capital assessment program

- ▶ Conducted under more adverse economic conditions
- ▶ Emphasis on Tier 1 common
- ▶ Completed at-the-market offering to raise a modest \$600 million in required common equity

Tier 1 common ratio



Tier 1 risk-based ratio



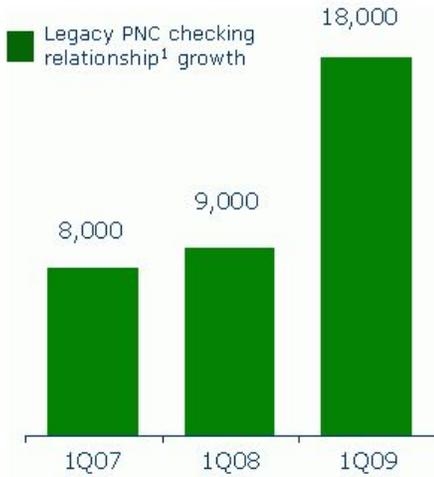
PNC Remains Well-Positioned in Terms of Capital.

(1) Includes approximately \$600 million in common equity raised through an at-the-market offering in May 2009.

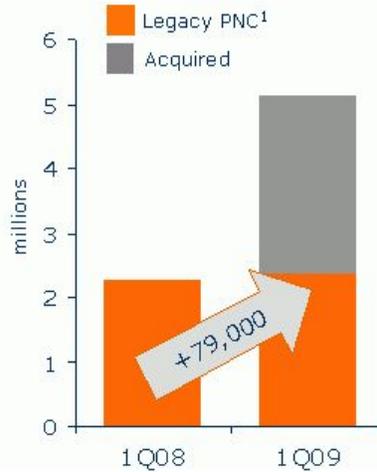
Growing and Deepening Checking Relationships

Strategic Execution

Growth during the quarter

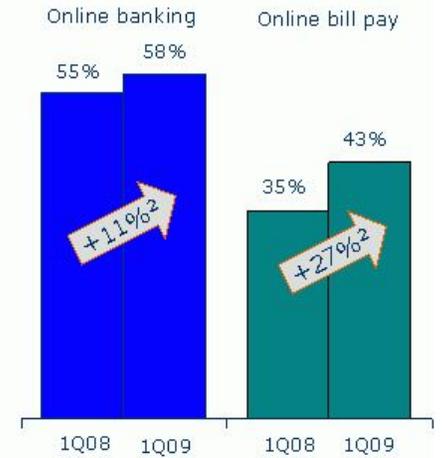


Total retail checking relationships



Deepening relationships

% of legacy PNC consumer DDA households using:



PNC Is Leading the Way in Building Relationships.

(1) Legacy PNC checking relationships exclude relationships added from National City and other acquisitions. (2) Reflects growth in users.

Virtual Wallet

Strategic
Execution

 **VirtualWallet**
by PNC LEADING THE WAY



- ▶ One of our fastest growing consumer bases
- ▶ Gen-Y will outnumber any other generation by 2017
- ▶ Total income will surpass Baby Boomers by 2017

"A slick personal finance tool"
BUSINESSWEEK

"One of the boldest enhancements
to the online banking experience"
CELENT

"A truly inspired effort"
NETBANKER

- ▶ Average new accounts opened per day at 175+ since launch
- ▶ From 1Q08 to 1Q09 PNC has grown our Gen-Y customer base by 13%
- ▶ Virtual Wallet customers average higher balances and transactions than checking-only accounts
- ▶ High retention rates have greatly exceeded our expectations

PNC Is Leading the Way in Product Innovation.

A relentless focus on implementing the PNC model

- ▶ Returning to an overall moderate risk profile
- ▶ Leveraging the brand to grow high quality revenue streams
- ▶ A focus on continuous improvement while investing in innovation
- ▶ Disciplined approach to capital management
- ▶ Strong execution capabilities

PNC Continues to Build a Great Company.

Cautionary Statement Regarding Forward-Looking Information

Appendix

This presentation includes “snapshot” information about PNC used by way of illustration and is not intended as a full business or financial review. It should not be viewed in isolation but rather in the context of all of the information made available by PNC in its SEC filings.

We also make statements in this presentation, and we may from time to time make other statements, regarding our outlook or expectations for earnings, revenues, expenses, capital levels, liquidity levels, asset quality and/or other matters regarding or affecting PNC that are forward-looking statements within the meaning of the Private Securities Litigation Reform Act. Forward-looking statements are typically identified by words such as “believe,” “expect,” “anticipate,” “intend,” “outlook,” “estimate,” “forecast,” “will,” “project” and other similar words and expressions. Forward-looking statements are subject to numerous assumptions, risks and uncertainties, which change over time.

Forward-looking statements speak only as of the date they are made. We do not assume any duty and do not undertake to update our forward-looking statements. Actual results or future events could differ, possibly materially, from those that we anticipated in our forward-looking statements, and future results could differ materially from our historical performance.

Our forward-looking statements are subject to the following principal risks and uncertainties. We provide greater detail regarding some of these factors in our first quarter 2009 Form 10-Q and 2008 Form 10-K, including in the Risk Factors and Risk Management sections of those reports, and in our other SEC filings. Our forward-looking statements may also be subject to other risks and uncertainties, including those that we may discuss elsewhere in this presentation or in our filings with the SEC, accessible on the SEC’s website at www.sec.gov and on or through our corporate website at www.pnc.com/secfilings. We have included these web addresses as inactive textual references only. Information on these websites is not part of this document.

- Our businesses and financial results are affected by business and economic conditions, both generally and specifically in the principal markets in which we operate. In particular, our businesses and financial results may be impacted by:
 - Changes in interest rates and valuations in the debt, equity and other financial markets.
 - Disruptions in the liquidity and other functioning of financial markets, including such disruptions in the markets for real estate and other assets commonly securing financial products.
 - Actions by the Federal Reserve and other government agencies, including those that impact money supply and market interest rates.
 - Changes in our customers’, suppliers’ and other counterparties’ performance in general and their creditworthiness in particular.
 - Changes in customer preferences and behavior, whether as a result of changing business and economic conditions or other factors.
- A continuation of recent turbulence in significant portions of the US and global financial markets, particularly if it worsens, could impact our performance, both directly by affecting our revenues and the value of our assets and liabilities and indirectly by affecting our counterparties and the economy generally.
- Our business and financial performance could be impacted as the financial industry restructures in the current environment, both by changes in the creditworthiness and performance of our counterparties and by changes in the competitive landscape.
- Given current economic and financial market conditions, our forward-looking financial statements are subject to the risk that these conditions will be substantially different than we are currently expecting. These statements are based on our current expectations that interest rates will remain low through 2009 with continued wide market credit spreads, and our view that national economic trends currently point to a continuation of severe recessionary conditions in 2009 followed by a subdued recovery.

Cautionary Statement Regarding Forward-Looking Information (continued)

Appendix

- Legal and regulatory developments could have an impact on our ability to operate our businesses or our financial condition or results of operations or our competitive position or reputation. Reputational impacts, in turn, could affect matters such as business generation and retention, our ability to attract and retain management, liquidity, and funding. These legal and regulatory developments could include:
 - Changes resulting from the Emergency Economic Stabilization Act of 2008, the American Recovery and Reinvestment Act of 2009, and other developments in response to the current economic and financial industry environment, including current and future conditions or restrictions imposed as a result of our participation in the TARP Capital Purchase Program.
 - Legislative and regulatory reforms generally, including changes to laws and regulations involving tax, pension, bankruptcy, consumer protection, and other aspects of the financial institution industry.
 - Increased litigation risk from recent regulatory and other governmental developments.
 - Unfavorable resolution of legal proceedings or regulatory and other governmental inquiries.
 - The results of the regulatory examination and supervision process, including our failure to satisfy the requirements of agreements with governmental agencies.
 - Changes in accounting policies and principles.
- Our issuance of securities to the US Department of the Treasury may limit our ability to return capital to our shareholders and is dilutive to our common shares. If we are unable previously to redeem the shares, the dividend rate increases substantially after five years.
- We intend to meet the requirement under the Supervisory Capital Assessment Program that we increase the common shareholders' equity component of Tier 1 capital by \$600 million through a combination of growth in retained earnings and other capital raising alternatives. Our ability to increase common shareholders' equity through capital raising transactions will be dependent on market conditions at the time of the transactions. Market conditions will also affect the extent to which such transactions are dilutive to our existing common shareholders. If we fail to meet this requirement in advance of the November 9, 2009 deadline in the manner we plan to do so, we would likely be required to meet the requirement through conversion of a portion of the preferred stock issued to the US Treasury under the TARP Capital Purchase Program into mandatorily convertible preferred stock or by otherwise issuing common equity securities to the US Treasury. Such a transaction could be more dilutive to our common shareholders than other means of meeting this requirement and could result in the imposition of additional limitations on the conduct of our business by the US Treasury.
- Our business and operating results are affected by our ability to identify and effectively manage risks inherent in our businesses, including, where appropriate, through the effective use of third-party insurance, derivatives, and capital management techniques.
- The adequacy of our intellectual property protection, and the extent of any costs associated with obtaining rights in intellectual property claimed by others, can impact our business and operating results.
- Our ability to anticipate and respond to technological changes can have an impact on our ability to respond to customer needs and to meet competitive demands.
- Our ability to implement our business initiatives and strategies could affect our financial performance over the next several years.
- Competition can have an impact on customer acquisition, growth and retention, as well as on our credit spreads and product pricing, which can affect market share, deposits and revenues.
- Our business and operating results can also be affected by widespread natural disasters, terrorist activities or international hostilities, either as a result of the impact on the economy and capital and other financial markets generally or on us or on our customers, suppliers or other counterparties specifically.

Cautionary Statement Regarding Forward-Looking Information (continued)

Appendix

- Also, risks and uncertainties that could affect the results anticipated in forward-looking statements or from historical performance relating to our equity interest in BlackRock, Inc. are discussed in more detail in BlackRock's filings with the SEC, including in the Risk Factors sections of BlackRock's reports. BlackRock's SEC filings are accessible on the SEC's website and on or through BlackRock's website at www.blackrock.com. This material is referenced for informational purposes only and should not be deemed to constitute a part of this document.

In addition, our recent acquisition of National City Corporation ("National City") presents us with a number of risks and uncertainties related both to the acquisition transaction itself and to the integration of the acquired businesses into PNC. These risks and uncertainties include the following:

- The anticipated benefits of the transaction, including anticipated cost savings and strategic gains, may be significantly harder or take longer to achieve than expected or may not be achieved in their entirety as a result of unexpected factors or events.
- Our ability to achieve anticipated results from this transaction is dependent on the state going forward of the economic and financial markets, which have been under significant stress recently. Specifically, we may incur more credit losses from National City's loan portfolio than expected. Other issues related to achieving anticipated financial results include the possibility that deposit attrition or attrition in key client, partner and other relationships may be greater than expected.
- Litigation and governmental investigations currently pending against National City, as well as others that may be filed or commenced relating to National City's business and activities before the acquisition, could adversely impact our financial results.
- Our ability to achieve anticipated results is also dependent on our ability to bring National City's systems, operating models, and controls into conformity with ours and to do so on our planned time schedule. The integration of National City's business and operations into PNC, which will include conversion of National City's different systems and procedures, may take longer than anticipated or be more costly than anticipated or have unanticipated adverse results relating to National City's or PNC's existing businesses. PNC's ability to integrate National City successfully may be adversely affected by the fact that this transaction will result in PNC entering several markets where PNC did not previously have any meaningful retail presence.

In addition to the National City transaction, we grow our business from time to time by acquiring other financial services companies. Acquisitions in general present us with risks, in addition to those presented by the nature of the business acquired, similar to some or all of those described above relating to the National City acquisition.

Any annualized, proforma, estimated, third party or consensus numbers in this presentation are used for illustrative or comparative purposes only and may not reflect actual results. Any consensus earnings estimates are calculated based on the earnings projections made by analysts who cover that company. The analysts' opinions, estimates or forecasts (and therefore the consensus earnings estimates) are theirs alone, are not those of PNC or its management, and may not reflect PNC's, National City's, or other company's actual or anticipated results.

Non-GAAP to GAAP Reconciliation

Appendix

<i>in millions</i>	For the three months ended		
	Dec 31	Mar 31	Change
	2008	2009	
Total revenue	\$1,676	\$3,871	
Noninterest expense	1,129	2,328	
Pretax pre-provision earnings	\$547	\$1,543	\$996

	For the year ended December 31						'07-'08	'05-'08	'03-'08
	2003	2004	2005	2006 (a)	2007	2008	Change	CAGR	CAGR
Total revenue	\$5,253	\$5,541	\$6,327	\$8,572	\$6,705	\$7,190			
Noninterest expense	3,476	3,712	4,306	4,443	4,296	4,430			
Pretax pre-provision earnings	\$1,777	\$1,829	\$2,021	\$4,129	\$2,409	\$2,760	15%	11%	9%

(a) Includes the impact on both revenue and expense of the BlackRock/MLIM transaction.

PNC believes that pretax pre-provision earnings is useful as a tool to help evaluate ability to provide for credit costs through operations.

Ticker

The PNC Financial Services Group, Inc.	PNC
BB&T Corporation	BBT
Bank of America Corporation	BAC
Capital One Financial, Inc.	COF
Comerica Inc.	CMA
Fifth Third Bancorp	FITB
JPMorgan Chase	JPM
KeyCorp	KEY
M&T Bank	MTB
Regions Financial Corporation	RF
SunTrust Banks, Inc.	STI
U.S. Bancorp	USB
Wells Fargo & Company	WFC