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

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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 or Section 30(h) of the Investment Company Act of 1940

ress of Reporting Person * SEPH C (First) AZA, 249 FIFTH AVE	(Middle)	PNC F		ame <mark>and</mark> T ANCIAL		or Trading S	•			elationship o				
AZA, 249 FIFTH AVE	2 77 77	2 D /				CTICES	JKO	OP INC [PI	-	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner				
(B)	NUE	3. Date of Earliest Transaction (Month/Day/Year) 07/21/2008							_X_	X Officer (give title below) Other (specify below) President				
(Street) H, PA 15222-2707		4. If Amendment, Date Original Filed(Month/Day/Year)			_X_1	6. Individual or Joint/Group Filing(Check Applicable Line) X_Form filed by One Reporting Person Form filed by More than One Reporting Person								
(State)	(Zip)	Table I - Non-Derivative Securities Acqu				Acquired,	ired, Disposed of, or Beneficially Owned							
(Instr. 3) Date		Execution I ear) any		Date, if	Code (A) (Instr. 8) (Instr. 8)		(A) o	A) or Disposed of (D)		Owned Following Reported Transaction(s)		C	Ownership o form:	Beneficial
		(Mont	th/Da	ay/Year)	Co	de V	Amo	(A) or (D)						
Title of crivative curity exercise nstr. 3) 2.				5. Number Derivative Securities Acquired	currently valid OMB control ies Acquired, Disposed of, or Beneficially arrants, options, convertible securities) ber of 6. Date Exercisable and 5. Ti Expiration Date of U Expiration Date (Month/Day/Year) Ged (A) currently valid OMB control ies Acquired, Disposed of, or Beneficially for a control ies Acquired, Disposed of, or Benefic			cially Owners) 7. Title and of Underly Securities	Owned tle and Amount derlying Derities Sec		9. Number of Derivative Securities Beneficially	Ownership Form of Derivative	11. Nature of Indirec Beneficia Ownershi (Instr. 4)	
arity				(D)					Amount			Following Reported Transaction(s) (Instr. 4)	Direct (D) or Indirect	
	Code	V	(A)	(D)	Date Exercisable			Title	or Number of Shares					
63.69 07/21/2008		A ⁽¹⁾		142,000)	07/21/20)11 (07/21/2018	\$5 Par Common Stock	n 142,000	\$ 0	142,000	D	
o o	n a separate line for each content of the separate line for each content line for each content line for each content line for each content line fo	2. Transaction Date (Month/Day/Yea) Table II as separate line for each class of securities be secu	Table II - Deriva (e.g., p 3. Transaction Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year) (Month/Day/Year) 3. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (A. Dexection beneficially Transaction Code (Instr. 8)	Table II - Derivative (e.g., puts, of ative ity) 2. Transaction Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year) Execution Date, if any (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) 3. Transaction Date Execution Date, if any (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) Code V	Table II - Derivative Securities beneficially owned direct Table II - Derivative Securities beneficially owned direct Table II - Derivative Securities (e.g., puts, calls, war any (Month/Day/Year)) 3. 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Transaction Date Execution Date, if (Month/Day/Year) (Mon

	Relationships					
Reporting Owner Name / Address	Director	10% Owner	Officer	Other		
GUYAUX JOSEPH C ONE PNC PLAZA 249 FIFTH AVENUE PITTSBURGH, PA 15222-2707			President			

Signatures

Lori A. Hasselman, Attorney-in-Fact for Joseph C. Guyaux	07/23/2008
**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).
- Grant of stock options subject to the precondition of an appropriate agreement, signed by the parties. Vests and becomes exercisable in full on first day on or after third anniversary of grant date where the closing price for PNC stock for that day and each of the four immediately preceding trading days was at least 120% of exercise price, or 76.428.

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.