

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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person* CLAY ROBERT N		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) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)						
(Last) (First) (Middle) CLAY HOLDING COMPANY THREE CHIMNEYS FARM, P.O. BOX 114		3. Date of Earliest Transaction (Month/Day/Year) 01/02/2009		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person						
(Street) MIDWAY, KY 40347		4. If Amendment, Date Original Filed (Month/Day/Year)								
(City) (State) (Zip)		<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>								
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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
\$5 Par Common Stock	01/02/2009		A	(1)	103	A	\$ 0	687	D	
\$5 Par Common Stock								3,653	I	By CNB Investments, LLC (2)

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(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Phantom Stock Unit	(3)	04/24/2008		J	(4)	V	85	(5)	(5)	\$5 Par Common Stock	85	\$ 65.955	10,053	I	Deferred Stock Unit Plan
Phantom Stock Unit	(3)	07/24/2008		J	(4)	V	95	(5)	(5)	\$5 Par Common Stock	95	\$ 69.92	10,148	I	Deferred Stock Unit Plan
Phantom Stock Unit	(3)	10/24/2008		J	(4)	V	119	(5)	(5)	\$5 Par Common Stock	56.25	\$ 119	10,267	I	Deferred Stock Unit Plan
Phantom Stock Unit	(3)	04/24/2008		J	(6)	V	122	(5)	(5)	\$5 Par Common Stock	122	\$ 65.955	12,359	I	Deferred Compensation Plan
Phantom Stock Unit	(3)	07/24/2008		J	(6)	V	117	(5)	(5)	\$5 Par Common Stock	117	\$ 69.92	12,476	I	Deferred Compensation Plan
Phantom Stock Unit	(3)	10/24/2008		J	(6)	V	147	(5)	(5)	\$5 Par Common Stock	147	\$ 56.25	12,623	I	Deferred Compensation Plan

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CLAY ROBERT N CLAY HOLDING COMPANY THREE CHIMNEYS FARM P.O. BOX 114 MIDWAY, KY 40347	X			

## Signatures

Lori A. Hasselman, Attorney-in-Fact for Robert N. Clay		01/06/2009
<small>**Signature of Reporting Person</small>		<small>Date</small>

## 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) Annual grant pursuant to PNC Directors Share Incentive Plan.

(2) The reporting person first assumed investment control of the securities held by this LLC upon his father's death on 8/21/2002. 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 of for any other purposes.

(3) One phantom stock unit is the economic equivalent of one share of 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.

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