

# 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* <b>DEMCHAK WILLIAM S</b>		2. Issuer Name and Ticker or Trading Symbol <b>PNC FINANCIAL SERVICES GROUP INC [PNC]</b>		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> 10% Owner <input type="checkbox"/> Other (specify below) <b>Vice Chairman</b>	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>01/06/2009</b>		
ONE PNC PLAZA, 249 FIFTH AVENUE					
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)		
PITTSBURGH, PA 15222-2707					
(City)	(State)	(Zip)	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		

### 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 (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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
\$5 Par Common Stock	01/06/2009		F(1)		4,994	D	\$ 48.825	183,759	D	
\$5 Par Common Stock	07/24/2008		J(2)	V	11	A	\$ 69.92	1,150	I	401(k) Plan
\$5 Par Common Stock	10/24/2008		J(2)	V	13	A	\$ 56.25	1,163	I	401(k) Plan

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. 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. 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	Amount or Number of Shares				
Phantom Stock Unit	(3)	04/24/2008		J(4)	V	23		(5)	(5)	\$5 Par Common Stock	23	\$ 65.955	2,321	I	Supplemental Incentive Savings Plan
Phantom Stock Unit	(3)	07/24/2008		J(4)	V	22		(5)	(5)	\$5 Par Common Stock	22	\$ 69.92	2,343	I	Supplemental Incentive Savings Plan
Phantom Stock Unit	(3)	10/24/2008		J(4)	V	27		(5)	(5)	\$5 Par Common Stock	27	\$ 56.25	2,370	I	Supplemental Incentive Savings Plan
Phantom Stock Unit	(3)	04/24/2008		J(6)	V	288		(5)	(5)	\$5 Par Common Stock	288	\$ 65.955	29,250	I	Deferred Compensation Plan
Phantom Stock Unit	(3)	07/24/2008		J(6)	V	276		(5)	(5)	\$5 Par Common Stock	276	\$ 69.92	29,526	I	Deferred Compensation Plan

Phantom Stock Unit	(3)	10/24/2008		J(6)	V	345		(5)	(5)	\$5 Par Common Stock	345	\$ 56.25	29,871	I	Deferred Compensation Plan
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DEMCHAK WILLIAM S ONE PNC PLAZA 249 FIFTH AVENUE PITTSBURGH, PA 15222-2707			Vice Chairman	

## Signatures

Lori A. Hasselman, Attorney-in-Fact for William S. Demchak		01/08/2009
<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) Shares withheld to satisfy tax liability resulting from the vesting of restricted stock previously granted.
- (2) Dividend reinvestment shares acquired under the PNC Incentive Savings Plan.
- (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 Supplemental Incentive Savings 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 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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