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

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

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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

(Print or Type Responses) 1. Name and Address of Reporting Person <sup>+</sup> WIXTED JOHN J JR	2. Issuer Name an PNC FINANCIA [PNC]			<b>e</b> .		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director10% Owner 0fficer (give title below)0ther (specify below)				
ONE PNC PLAZA, 249 FIFTH AV	3. Date of Earliest 7 01/06/2009	Fransaction (	(Mon	th/Day/Ye	ear)	Chief Risk Offic	er			
(Street) PITTSBURGH, PA 15222-2707	4. If Amendment, D	ate Origina	l Fileo	d(Month/Day	//Year)	6. Individual or Joint/Group FilingCheck Applicable Line) _X_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						ned		
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) (Amount (D) Price		of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)		Beneficial Ownership
\$5 Par Common Stock	01/06/2009		F <u>(1)</u>		1,038	D	\$ 48.825	30,827	D	

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 SEC 1474 (9-02) in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

-				( <i>e.g.</i> , pu	ts, c	alls, w	varrai	ts, options,	convertible	securities)		-			
Security	Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	Code		5. Num of Deriv Secu Acqu (A) o Dispo of (D (Instr 4, an	vative rities uired or osed )) r. 3,	and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		Derivative	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	Derivative Security: Direct (D) or Indirect	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	<u>(2)</u>	01/24/2008		<u>ј(3)</u>	v	37		<u>(4)</u>	<u>(4)</u>	\$5 Par Common Stock	37	\$ 58.605	3,505	Ι	Deferred Compensation Plan
Phantom Stock Unit	<u>(2)</u>	04/24/2008		<u>ј(3)</u>	v	35		<u>(4)</u>	<u>(4)</u>	\$5 Par Common Stock	35	\$ 65.955	3,540	Ι	Deferred Compensation Plan
Phantom Stock Unit	<u>(2)</u>	07/24/2008		<u>ј(3)</u>	v	33		<u>(4)</u>	<u>(4)</u>	\$5 Par Common Stock	33	\$ 69.92	3,573	Ι	Deferred Compensation Plan
Phantom Stock Unit	<u>(2)</u>	10/24/2008		J <u>(3)</u>	v	42		<u>(4)</u>	<u>(4)</u>	\$5 Par Common Stock	42	\$ 56.25	3,615	Ι	Deferred Compensation Plan

## **Reporting Owners**

	Relationships							
Reporting Owner Name / Address	Director	10% Owner	Officer	Other				
WIXTED JOHN J JR ONE PNC PLAZA 249 FIFTH AVENUE PITTSBURGH, PA 15222-2707			Chief Risk Officer					

### Signatures

Lori A. Hasselman, Attorney-in-Fact for John J. Wixted, Jr.
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Signature of Reporting Person

01/08/2009 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) Shares withheld to satisfy tax liability resulting from the vesting of restricted stock previously granted.
- (2) One phantom stock unit is the economic equivalent of one share of PNC Common Stock.
- (3) Phantom Stock Units received as dividend equivalents under the PNC Deferred Compensation Plan.
- (4) Phantom Stock Units will be settled in cash upon distribution from the reporting person's plan account and generally do not expire.

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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