FORM	4
------	---

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

OMB APPROVAL OMB Number: 3235-0287 Estimated average burden hours per response... 0.5

### 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> WALLS GEORGE H JR	2. Issuer Name and PNC FINANCIA [PNC]			<b>e</b> .		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) _X_ Director 10% Owner Officer (give title below) Other (specify below)					
ONE PNC PLAZA, 249 FIFTH AV		3. Date of Earliest T 04/01/2009									
(Street) PITTSBURGH, PA 15222-2707		4. If Amendment, Date Original Filed(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									
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	(Instr. 8)	tion	4. Securi (A) or D (Instr. 3, Amount	(A) or		5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)		Beneficial Ownership	

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

(e.g., puts, calls, warrants, options, convertible securities)															
Security (Instr. 3)	Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	Code		5. Numb of Deriv Secur Acqu (A) of Dispo of (D (Instr 4, and	er vative ities ired r osed ) . 3,	6. Date Exe and Expirati (Month/Day	ion Date	7. Title and of Underlyin Securities (Instr. 3 and	ng	Derivative Security (Instr. 5)	Securities Beneficially Owned	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>(1)</u>	01/26/2009		<u>ј(2)</u>	v	60		<u>(3)</u>	<u>(3)</u>	\$5 Par Common Stock	60	\$ 29.945	2,763	Ι	Deferred Compensation Plan
Phantom Stock Unit	<u>(1)</u>	04/01/2009		A <sup>(4)</sup>		609		<u>(3)</u>	<u>(3)</u>	\$5 Par Common Stock	609	\$ 29.29	3,372	Ι	Deferred Compensation Plan
Phantom Stock Unit	<u>(1)</u>	01/26/2009		J <u>(5)</u>	v	93		<u>(3)</u>	<u>(3)</u>	\$5 Par Common Stock	93	\$ 29.945	4,350	Ι	Deferred Stock Unit Plan

# **Reporting Owners**

	Relationships						
Reporting Owner Name / Address	Director	10% Owner	Officer	Other			
WALLS GEORGE H JR ONE PNC PLAZA 249 FIFTH AVENUE PITTSBURGH, PA 15222-2707	Х						

### **Signatures**

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) One phantom stock unit is the economic equivalent of one share of PNC Common Stock.
- (2) Phantom Stock Units received as dividend equivalents under the PNC Directors Deferred Compensation Plan.
- (3) Phantom Stock Units will be settled in cash upon distribution from the reporting person's plan account and generally do not
- (4) Phantom Stock Units received under the PNC Directors Deferred Compensation Plan.
- (5) Phantom Stock Units received as dividend equivalents under the PNC Outside Directors Deferred Stock Unit Plan.

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.