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

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#### 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

1. Name and Address of Reporting Person <sup>+</sup> WEHMEIER HELGE H	2. Issuer Name and PNC FINANCIA [PNC]			- ·		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Officer (give title below)Other (specify below)				
ONE PNC PLAZA, 249 FIFTH AVI	TT TT	3. Date of Earliest Transaction (Month/Day/Year) 04/28/2009								
(Street) PITTSBURGH, PA 15222-2707		4. If Amendment, Da	te Original	Filed	(Month/Day/	Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City) (State)	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)					5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D)	7. Nature of Indirect Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price		or Indirect (I) (Instr. 4)	(Instr. 4)

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)	Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	Code		5. Num of Derivat Securiti Acquira (A) or Dispose of (D) (Instr. 3 and 5)	ive ies ed ed	(Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		Derivative Security	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	Security: Direct (D) or Indirect	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Exercisable	Expiration Date	Title	Amount or Number of Shares				
Phantom Stock Unit	<u>(1)</u>	01/26/2009		<u>ј(2)</u>	v	205		<u>(3)</u>	<u>(3)</u>	\$5 Par Common Stock	205	\$ 29.945	9,482	Ι	Deferred Compensation Plan
Phantom Stock Unit	<u>(1)</u>	04/24/2009		<u>ј(2)</u>	v	24		<u>(3)</u>	<u>(3)</u>	\$5 Par Common Stock	24	\$ 39.495	9,506	Ι	Deferred Compensation Plan
Phantom Stock Unit	<u>(1)</u>	01/26/2009		յ <u>(4)</u>	v	283		<u>(3)</u>	<u>(3)</u>	\$5 Par Common Stock	283	\$ 29.945	13,127	Ι	Deferred Stock Unit Plan
Phantom Stock Unit	<u>(1)</u>	04/24/2009		յ <u>(4)</u>	v	33		<u>(3)</u>	<u>(3)</u>	\$5 Par Common Stock	33	\$ 39.495	13,160	Ι	Deferred Stock Unit Plan
Phantom Stock Unit	<u>(1)</u>	04/28/2009		A <sup>(5)</sup>		2,472		<u>(3)</u>	<u>(3)</u>	\$5 Par Common Stock	2,472	\$ 0	15,632	Ι	Deferred Stock Unit Plan

## **Reporting Owners**

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

### Signatures

Lori A. Hasselman, Attorney-in-Fact for Helge H. Wehmeier	04/30/2009
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).
- (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 expire.
- (4) Phantom Stock Units received as dividend equivalents under the PNC Outside Directors Deferred Stock Unit Plan.
- Phantom Stock Units awarded by the Nominating and Governance Committee pursuant to the PNC Outside Directors Deferred Stock Unit (5) 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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