<b>FORM</b>	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

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 – GULLEY JOAN L	2. Issuer Name and PNC FINANCIA [PNC]			<b>·</b> ·		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director X_Officer (give title below) EVP & Chief HR Officer				
(Last) (First) (Middle) ONE PNC PLAZA, 249 FIFTH AVENUE	3. Date of Earliest T 06/08/2009	ransaction (N	Month	h/Day/Yea	ur)	EVP & Cmer HR O	Incer			
(Street) PITTSBURGH, PA 15222-2707	4. If Amendment, Date 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) (Zip)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned									
1. Title of Security (Instr. 3) 2. Transaction Date (Month/Day/Yo	Execution Date, if Code (A) or Disposed of (D)				5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	Form:	7. Nature of Indirect Beneficial Ownership (Instr. 4)			

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	Conversion	(Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	Code	ction 3)	5. Num of Derivat Securiti Acquira (A) or Dispose of (D) (Instr. 3 and 5)	ive les ed ed	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount		Derivative Security (Instr. 5)	Securities Beneficially Owned Following	Derivative 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		J <u>(2)</u>	V	40		<u>(3)</u>	<u>(3)</u>	\$5 Par Common Stock	40	\$ 29.945	1,859	Ι	Deferred Compensation Plan
Phantom Stock Unit	<u>(1)</u>	04/24/2009		<u>ј(2)</u>	V	4		<u>(3)</u>	<u>(3)</u>	\$5 Par Common Stock	4	\$ 39.495	1,863	Ι	Deferred Compensation Plan
Phantom Stock Unit	(1)	06/08/2009		I <u>(4)</u>		1,500		<u>(3)</u>	<u>(3)</u>	\$5 Par Common Stock	1,500	\$ 43.38	3,363	Ι	Deferred Compensation Plan

## **Reporting Owners**

			Relationships	
Reporting Owner Name / Address	Director	10% Owner	Officer	Other
GULLEY JOAN L ONE PNC PLAZA 249 FIFTH AVENUE PITTSBURGH, PA 15222-2707			EVP & Chief HR Officer	

# Signatures

Lori A. Hasselman, Attorney-in-Fact for Joan L. Gulley	06/09/2009
-**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 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 acquired under the PNC Deferred Compensation Plan pursuant to a reallocation request.

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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