FORM 4	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).

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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 F DEMCHAK WILLIA	2. Issuer Name and PNC FINANCIA [PNC]			<b>·</b> ·		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director10% Owner XOfficer (give title below)Other (specify below)					
ONE PNC PLAZA, 2	<sup>(First)</sup> 249 FIFTH AVI		3. Date of Earliest Transaction (Month/Day/Year) 06/25/2009						Senior Vice Chain	man	
PITTSBURGH, PA		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/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)		Code (A) or Disposed of (D) Instr. 8) (Instr. 3, 4 and 5) (A) or			f (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership

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)															
	Conversion	3. Transaction Date (Month/Day/Year)	Execution Date, if	Code	tion )	5. Num of Deriv Secur Acqu (A) o Dispo of (D (Instr 4, and	ber vative rities iired r osed ) : 3,	6. Date Exercisable and Expiration Date7. Title and A of Underlyin Securities(Month/Day/Year)Securities		7. Title and Amount 8. Price of of Underlying Derivative		9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	Ownership Form of Derivative Security: Direct (D) or Indirect	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	v	(A)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Phantom Stock Unit	(1)	06/25/2009		J <u>(2)</u>		34		<u>(3)</u>	<u>(3)</u>	\$5 Par Common Stock	34	\$ 40.22	2,506	Ι	Supplemental Incentive Savings Plan
Phantom Stock Unit	<u>(1)</u>							<u>(3)</u>	<u>(3)</u>	\$5 Par Common Stock	30,600		30,600	Ι	Deferred Compensation Plan

## **Reporting Owners**

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

## Signatures

Lori A. Hasselman, Attorney-in-Fact for William S. Demchak	06/29/2009
**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 acquired under the PNC Supplemental Incentive Savings Plan.
- (3) 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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