

# FORM 4

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

| OMB APPROVAL                                   |           |
|--|-----------|
| OMB Number:                                    | 3235-0287 |
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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).

## 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*<br>JOHNSON RICHARD J |         | 2. Issuer Name and Ticker or Trading Symbol<br>PNC FINANCIAL SERVICES GROUP INC<br>[PNC] |  | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br>____ Director<br><input checked="" type="checkbox"/> Officer (give title below) <u>EVP &amp; Chief Financial Officer</u><br>____ 10% Owner<br>____ Other (specify below) |  |
| (Last)  | (First) | (Middle)   | 3. Date of Earliest Transaction (Month/Day/Year)<br>07/09/2009 |  |  |
| ONE PNC PLAZA, 249 FIFTH AVENUE                               |         |  |  |  |  |
| (Street)  |         |  | 4. If Amendment, Date Original Filed(Month/Day/Year)           |  |  |
| PITTSBURGH, PA 15222-2707                                     |         |  |  |  |  |
| (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) | 3. Transaction Code (Instr. 8) |   | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|  |                                      |  | Code                           | V |   |   |  |   |

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) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) |   | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) |     | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |                 | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|---|--|-----|---|-----------------|--|--|--|--|
|  |  |                                      |  | Code                           | V |   | (A)  | (D) | Date Exercisable  | Expiration Date |  |  |  |  |
| Phantom Stock Unit                         | (1)  | 04/24/2009                           |  | J(2)                           | V | 2   | (3)  | (3) | \$5 Par Common Stock  | 2               | \$ 39.495                                  | 972  | I  | Supplemental Incentive Savings Plan                    |
| Phantom Stock Unit                         | (1)  | 07/09/2009                           |  | J(4)                           |   | 17  | (3)  | (3) | \$5 Par Common Stock  | 17              | \$ 36.58                                   | 989  | I  | Supplemental Incentive Savings Plan                    |
| Phantom Stock Unit                         | (1)  | 04/24/2009                           |  | J(5)                           | V | 13  | (3)  | (3) | \$5 Par Common Stock  | 13              | \$ 39.495                                  | 5,332  | I  | Deferred Compensation Plan                             |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                               |       |
|---|---------------|-----------|-------------------------------|-------|
|   | Director      | 10% Owner | Officer                       | Other |
| JOHNSON RICHARD J<br>ONE PNC PLAZA<br>249 FIFTH AVENUE<br>PITTSBURGH, PA 15222-2707 |               |           | EVP & Chief Financial Officer |       |

## Signatures

|  |            |
|--|------------|
| Lori A. Hasselman, Attorney-in-Fact for Richard J. Johnson | 07/13/2009 |
|--|------------|



## 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 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.
- (4) Phantom Stock Units acquired under the PNC Supplemental Incentive Savings Plan.
- (5) Phantom Stock Units received as dividend equivalents under the PNC Deferred Compensation 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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