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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- JOHNSON RICHARD J	2. Issuer Name and PNC FINANCIA [PNC]			•••		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director X_Officer (give title below) Uther (specify below) EVP & Chief Financial Officer					
ONE PNC PLAZA, 249 FIFTH AV		3. Date of Earliest Transaction (Month/Day/Year) 07/15/2009						EVP & Chief Financia	TOIncer		
(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)	(Zip)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned									
1. Title of Security (Instr. 3) 2. Transaction Date (Month/Day/Ye			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)	Ownership Form: 0f Indire Benefic	Beneficial	
		(Month/Day/Year)	Code	V	Amount	(A) or (D)	Price	(Instr. 3 and 4)	Direct (D) or Indirect (I) (Instr. 4)	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	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	Code	tion)	5. Number n of		6. Date Exer and Expirati (Month/Day	on Date	7. Title and Amount of Underlying Securities		Derivative Security (Instr. 5)	Derivative Securities Beneficially Owned Following Reported Transaction(s)	Ownership Form of Derivative 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>	07/15/2009		Ι			1,281	<u>(2)</u>	<u>(2)</u>	\$5 Par Common Stock	1,281	\$ 36.7	4,051	Ι	Deferred Compensation Plan
Phantom Stock Unit	(1)							<u>(2)</u>	<u>(2)</u>	\$5 Par Common Stock	989		989	Ι	Supplemental Incentive Savings Plan

Reporting Owners

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

Signatures

 Lori A. Hasselman, Attorney-in-Fact for Richard J. Johnson
 07/17/2009

 **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 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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