

# FORM 4

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

| OMB APPROVAL                                   |           |
|--|-----------|
| OMB Number:                                    | 3235-0287 |
| Estimated average burden hours per response... | 0.5       |

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>SHACK TIMOTHY G |         |          | 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>X Officer (give title below) _____ 10% Owner<br>____ Other (specify below)<br><b>Vice Chairman</b> |  |  |
| (Last)  | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year)<br>11/12/2009                           |  |  |   |  |  |
| (Street)<br>ONE PNC PLAZA, 249 FIFTH AVENUE                 |         |          | 4. If Amendment, Date Original Filed(Month/Day/Year)                                     |  |  | 6. Individual or Joint/Group Filing(Check Applicable Line)<br>X Form filed by One Reporting Person<br>____ Form filed by More than One Reporting Person   |  |  |
| (City) (State) (Zip)<br>PITTSBURGH, PA 15222-2707           |         |          |  |  |  |   |  |  |

### 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 | Amount  | (A) or (D) | Price |   |  |   |

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 in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474 (9-02)

### 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 |
| Share Units                                | (1)  | 11/12/2009                           |  | A                              | (2) | 997   | (3)  | (3) | \$5 Par Common Stock  | 997  | \$ 54.34 (2)   | 6,927  | D  |                  |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |               |       |
|---|---------------|-----------|---------------|-------|
|   | Director      | 10% Owner | Officer       | Other |
| SHACK TIMOTHY G<br>ONE PNC PLAZA<br>249 FIFTH AVENUE<br>PITTSBURGH, PA 15222-2707 |               |           | Vice Chairman |       |

## Signatures

|  |  |            |
|--|--|------------|
| Lori A. Hasselman, Attorney-in-Fact for Timothy G. Shack |  | 11/16/2009 |
| 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 share unit is the economic equivalent of one share of The PNC Financial Services Group, Inc. ("PNC") Common Stock.

The shares units represent a portion of the reporting person's salary, net withholdings and deductions, for the most recent pay period and were issued under PNC's 2006 Incentive

(2) Award Plan. The price per share unit is equal to the last reported closing price for PNC stock on the pay date for the most recent pay period. For more information, please see the Current Report on Form 8-K filed by PNC on August 21, 2009.

(3) Share units will be settled in cash on March 31, 2011.

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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