

FORM 4

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

| OMB APPROVAL | |
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| 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* MASSARO ANTHONY A | | | 2. Issuer Name and Ticker or Trading Symbol PNC FINANCIAL SERVICES GROUP INC [PNC] | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner Officer (give title below) Other (specify below) | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 03/31/2007 | | | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person | | |
| ONE PNC PLAZA, 249 FIFTH AVENUE | | | 4. If Amendment, Date Original Filed (Month/Day/Year) | | | | | |
| (Street) | | | 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 | Amount | (A) or (D) | | | |

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 |
| Phantom Stock Unit | (1) | 03/31/2007(2) | | I | | 372 | (1) | 03/31/2007 | \$5 Par Common Stock | 372 | \$ 71.97 | 1,487 (3) | I | Deferred Compensation Plan |
| Phantom Stock Unit | (1) | 03/31/2008(2) | | I | | 386 | (1) | 03/31/2008 | \$5 Par Common Stock | 386 | \$ 65.57 | 1,157 (3) | I | Deferred Compensation Plan |
| Phantom Stock Unit | (1) | 03/31/2009(2) | | I | | 407 | (1) | 03/31/2009 | \$5 Par Common Stock | 407 | \$ 45.55 | 813 (3) | I | Deferred Compensation Plan |
| Phantom Stock Unit | (4) | | | | | | (5) | (5) | \$5 Par Common Stock | 10,501 | | 10,501 | I | Deferred Stock Unit Plan |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| MASSARO ANTHONY A ONE PNC PLAZA 249 FIFTH AVENUE PITTSBURGH, PA 15222-2707 | X | | | |

Signatures

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) Each phantom stock unit entitled the reporting person to receive the cash value of one share of The PNC Financial Services Group, Inc. ("PNC") common stock on dates selected by the reporting person. See footnote 2.

Pursuant to elections made by the reporting person with respect to compensation earned as a non-employee director of PNC in 2002, 2003 and 2004, the reporting person deferred some of such compensation and was credited, as of March 31, 2007, with an aggregate of approximately 1,859 phantom stock units (including additional phantom stock units awarded as dividend equivalents) in respect of such deferred compensation. In connection with each election, the reporting person elected to receive payment of the cash value of the phantom stock units in five annual installments beginning in 2007. Accordingly, the reporting person was entitled to receive payments, based on the value of the applicable phantom stock units on the dates indicated in the table, within 30 days after such dates. Due to an administrative error by PNC, the reporting person received the first three annual payments in December 2009.

(3) Reflects adjustments to eliminate dividend equivalents erroneously awarded with respect to phantom stock units after the date selected by the reporting person as of which payment of such phantom stock units would be made.

(4) One phantom stock unit is the economic equivalent of one share of The PNC Financial Services Group, Inc. ("PNC") Common Stock.

(5) 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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