## FORM 4

(Print or Type Responses)

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

OMB APPROVAL
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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

1. Name and Address of Reporting Person* ROHR JAMES E				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)  X Director 10% Owner X Officer (give title below) Chairman and CEO				
ONE PNC PLAZA, 249 FIFTH AVENUE				3. Date of Earliest Transaction (Month/Day/Year) 02/09/2010							Cn	iairman and	CEO	
(Street)				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				
-		15222-27									ed by More than	One Reporting	g i cison	
(City		(State)	(Zip)	T	able I - I	Non-De	erivative S	Securities	s Acqu	ired, Disp	osed of, or l	Beneficially	Owned	
1.Title of Security (Instr. 3)		2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)			6. Ownership Form: Direct (D)	7. Nature of Indirect Beneficial Ownership	
				Code	V	Amount	(A) or (D)	Price	(mou. 5 and 1)			or Indirect (I) (Instr. 4)		
\$5 Par Common Stock		01/25/2010		J(1)	V	99	A	\$ 54.66	483,718			D		
\$5 Par Common Stock		02/09/2010		A <sup>(2)</sup>		35,000	A	\$ 0	518,718			D		
\$5 Par Common Stock		01/25/2010		<u>J(3)</u>	V	60	A	\$ 54.66	35,834			I	401(k) Plan	
\$5 Par Common Stock									3,555			I	By GRAT	
\$5 Par Common Stock									58,200			I	By Spouse (4)	
\$5 Par Common Stock									516			I	By Daughter (4)	
\$5 Par Common Stock									21,320			I	By Trust	
\$5 Par Common Stock										50,000			I	By GRAT
Reminder:	Report on a s	separate line	for each class of secu	rities beneficially o	owned dir									
						cor	ntained in	n this fo	rm are	e not requ	ction of inf uired to res OMB conf	spond unle	ess	C 1474 (9-02)
				Derivative Securi (e.g., puts, calls, w	-		-			lly Owned				
Security	2. Conversion or Exercise Price of Derivative Security 3. Transacti Date (Month/Day		on 3A. Deemed Execution Da any	4. Transaction Code Year) (Instr. 8)	5.	6. I and (M	Date Exercisable d Expiration Date fonth/Day/Year)		7. T Am Und Sec	itle and ount of lerlying urities tr. 3 and	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	Owner Form of Deriva Securin Direct or Indi	Beneficial Ownership (Instr. 4)
				Code V	(A) (I		te ercisable	Expiration Date	on Title	Amount or Number of Shares				

#### **Reporting Owners**

	Relationships							
Reporting Owner Name / Address	Director	10% Owner	Officer	Other				
ROHR JAMES E ONE PNC PLAZA 249 FIFTH AVENUE PITTSBURGH, PA 15222-2707	X		Chairman and CEO					

### **Signatures**

Lori A. Hasselman, Attorney-in-Fact for James E. Rohr	02/11/2010		
**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) Dividend reinvestment shares acquired.
  - On January 4, 2007, the Personnel and Compensation Committee of the PNC Board of Directors granted an incentive performance unit opportunity to the reporting person.
- (2) The grant was expressed as a "target" number of share units, and was adjusted for dividend equivalents over the three-year performance period. Subject to the Committee's discretion, the reporting person is eligible to receive shares of PNC common stock (if PNC meets specified performance criteria up to the target level) and/or cash (if the performance criteria exceeds the target level). PNC exceeded the target level performance criteria, which resulted in the vesting of 35,000 shares of PNC common stock.
- (3) Dividend reinvestment shares acquired under the PNC Incentive Savings Plan.
- (4) The reporting person disclaims ownership of these securities and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purposes.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.