FORM	4
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	1
Check this box if no	Ī
longer subject to	
Section 16. Form 4 or	
Form 5 obligations	
may continue. See	
Instruction 1(b).	

(Print or Type Responses)

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

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

### 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 P GUYAUX JOSEPH C	2. Issuer Name a PNC FINANC [PNC]					5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director				
ONE PNC PLAZA, 249 FIFT	3. Date of Earliest 02/14/2010	t Transactio	on (N	1onth/Day	/Year)	President				
(Street) PITTSBURGH, PA 15222-27	4. If Amendment,	Date Origi	inal F	Filed(Month	n/Day/Ye	ar)	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)	Date (Month/Day/Year)	•	Code (Instr. 8)		A 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		l of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	Ownership of In Form: Ben	Beneficial
		(Month/Day/Year)	Code	V	Amount	(A) or (D)	Price	(Instr. 3 and 4)	Direct (D) or Indirect (I) (Instr. 4)	Ownershij (Instr. 4)
\$5 Par Common Stock	02/14/2010		F <u>(1)</u>		3,790	D	\$ 51.495	135,260	D	
\$5 Par Common Stock								528	Ι	401(k) Plan

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1474 (9-02)

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.

### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

	(e.g., puts, calls, warrants, options, convertible securities)														
1. Title of	2.	3. Transaction	3A. Deemed	4.		5.		6. Date Exer	cisable	7. Tit	le and	8. Price of	9. Number of	10.	11. Nature
Derivative	Conversion	Date	Execution Date, if	Transactio	on	Numł	ber	and Expirati	on Date	Amo	unt of	Derivative	Derivative	Ownership	of Indirect
Security	or Exercise	(Month/Day/Year)	any	Code		of		(Month/Day	/Year)	Unde	rlying	Security	Securities	Form of	Beneficial
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)		Deriv	ative			Secur	rities	(Instr. 5)	Beneficially	Derivative	Ownership
	Derivative					Secur				(Instr	: 3 and		Owned	Security:	(Instr. 4)
	Security					Acqu	ired			4)			Following	Direct (D)	
						(A) or							Reported	or Indirect	
						Dispc							Transaction(s)	(I)	
						of (D)							(Instr. 4)	(Instr. 4)	
						(Instr	· · · ·								
					•	4, and	l 5)								
											Amount				
								Date	Expiration		or				
								Exercisable		Title	Number				
								LACICISADIC	Date		of				
				Code	V	(A)	(D)				Shares				

## **Reporting Owners**

	Relationships							
Reporting Owner Name / Address	Director	10% Owner	Officer	Other				
GUYAUX JOSEPH C ONE PNC PLAZA 249 FIFTH AVENUE PITTSBURGH, PA 15222-2707			President					

## Signatures

Lori A. Hasselman, Attorney-in-Fact for Joseph C. Guyaux

02/17/2010

# **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) Shares have been withheld to satisfy tax liability resulting from the vesting of restricted stock.

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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