<b>FORM</b>	4
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C	Theck this box if no
lo	onger subject to
S	ection 16. Form 4 or
F	orm 5 obligations
n	nay continue. See
Iı	nstruction 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 Respon		*								( ) . <b>T</b>	
1. Name and Address of Reporting Person <sup>*</sup> HANNON MICHAEL J			2. Issuer Name a PNC FINANC [PNC]					5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director			
ONE PNC PLAZ	3. Date of Earliest Transaction (Month/Day/Year) 02/14/2010						Executive vice F	resident			
(Street) PITTSBURGH, PA 15222-2707			4. If Amendment,	Date Orig	inal I	Filed(Month	/Day/Ye	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)	T	able I - No	n-De	erivative S	Securit	ies Acqui	red, Disposed of, or Beneficially	Owned	
(Instr. 3) Date		Date (Month/Day/Year)	2A. Deemed Execution Date, if	3. Transaction		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6.	7. Nature of Indirect 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)
\$5 Par Common S	Stock	02/14/2010		F <u>(1)</u>		558	D	\$ 51.495	46,343	D	
\$5 Par Common \$	Stock								7	I	UTMA by Self for Son/SP
\$5 Par Common \$	Stock								7	Ι	UTMA by Self for Son/BM
\$5 Par Common \$	Stock								137	I	UTMA by Spouse for Son/CR
\$5 Par Common \$	Stock								136	I	UTMA by Spouse for Son/BR
\$5 Par Common S	Stock								6,930	Ι	401(k) Plan

 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	2.	3. Transaction	3A. Deemed	4.	5.	6. Date Exercisable	7. Title and	8. Price of	9. Number of	10.	11. Nature	
Derivative	Conversion	Date	Execution Date, if	Transaction	Number	and Expiration Date	Amount of	Derivative	Derivative	Ownership	of Indirect	
Security	or Exercise	(Month/Day/Year)	any	Code	of	(Month/Day/Year)	Underlying	Security	Securities	Form of	Beneficial	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative		Securities	(Instr. 5)	Beneficially	Derivative	Ownership	
	Derivative				Securities		(Instr. 3 and		Owned	Security:	(Instr. 4)	
	Security				Acquired		4)		Following	Direct (D)		
					(A) or				Reported	or Indirect		
					Disposed				Transaction(s)	(I)		
					of (D)				(Instr. 4)	(Instr. 4)		
					(Instr. 3,							
					4, and 5)							

						Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
		Code	V	(A)	(D)						

## **Reporting Owners**

	Relationships							
Reporting Owner Name / Address	Director	10% Owner	Officer	Other				
HANNON MICHAEL J ONE PNC PLAZA 249 FIFTH AVENUE PITTSBURGH, PA 15222-2707			Executive Vice President					

## Signatures

Lori A. Hasselman, Attorney-in-Fact for Michael J. Hannon	02/17/2010
**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) 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.

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.