FORM	4
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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).

(Print or Type Responses)

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

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### 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								
1. Name and Address of Reporting P WHITFORD THOMAS K	2. Issuer Name a PNC FINANC [PNC]			0,			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director10% Owner XOfficer (give title below)Other (specify below)			
ONE PNC PLAZA, 249 FIFT	3. Date of Earliest 02/14/2010	t Transacti	on (N	1onth/Day	/Year)		Vice Chairm	ian		
(Street) PITTSBURGH, PA 15222-27	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			
(City) (State)	(Zip)	Ta	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned							
1.Title of Security (Instr. 3)	(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)	Ownership Form:	Beneficial
			Code	v	Amount	(A) or (D)	Price	(Instr. 3 and 4)	Direct (D) or Indirect (I) (Instr. 4)	Ownership (Instr. 4)
\$5 Par Common Stock	10/26/2009		յ <u>(1)</u>	V	20	А	\$ 51.53	86,896	D	
\$5 Par Common Stock	01/25/2010		J <u>(1)</u>	V	18	А	\$ 54.66	112,464	D	
\$5 Par Common Stock	02/14/2010		F <mark>(2)</mark>		1,948	D	\$ 51.495	119,516	D	
\$5 Par Common Stock								10,625	Ι	401(k) Plan

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

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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 Exer	cisable	7. Tit	le and	8. Price of	9. Number of	10.	11. Nature
Derivative	Conversion	Date	Execution Date, if	Transacti	on	Num	Number and Expiration Date		Amount of Derivative		Derivative	Derivative	Ownership	of Indirect	
Security	or Exercise	(Month/Day/Year)	any	Code		of	of (Month/Day/Year)		Underlying Security		Security	Securities	Form of	Beneficial	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)		Deriv	· · · · · · · · · · · · · · · · · · ·		Securities (Instr. 5)		(Instr. 5)	Beneficially	Derivative	Ownership	
	Derivative					Secu	Securities		(Instr. 3 and			Owned	Security:	(Instr. 4)	
	Security					Acqu				4)			0	Direct (D)	
						(A) c							1	or Indirect	
						Disposed					Transaction(s)	· · /			
							of (D)					(Instr. 4)	(Instr. 4)		
							tr. 3,								
						4, an	d 5)								
											Amount				
								Date	Expiration		or				
								Exercisable	*	Title	Number				
								Excicisable	Dute		of				
				Code	V	(A)	(D)				Shares				

## **Reporting Owners**

	Relationships								
Reporting Owner Name / Address	Director	10% Owner	Officer	Other					
WHITFORD THOMAS K ONE PNC PLAZA 249 FIFTH AVENUE PITTSBURGH, PA 15222-2707			Vice Chairman						

### Signatures

Lori A. Hasselman, Attorney-in-Fact for Thomas K. Whitford	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) Dividend reinvestment shares acquired.
- (2) 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.