

# FORM 4

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

OMB APPROVAL	
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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

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)

1. Name and Address of Reporting Person* CLAY ROBERT N		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"/> Officer (give title below) <input type="checkbox"/> 10% Owner <input type="checkbox"/> Other (specify below)	
(Last) (First) (Middle) CLAY HOLDING COMPANY THREE CHIMNEYS FARM, P.O. BOX 114		3. Date of Earliest Transaction (Month/Day/Year) 04/27/2010			
(Street) MIDWAY, KY 40347		4. If Amendment, Date Original Filed(Month/Day/Year)		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	
(City) (State) (Zip)		<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>			

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)	Price			

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	Expiration Date	Title	Amount or Number of Shares				
Phantom Stock Unit	(1)	07/24/2009		J(2)	V	36		(3)	(3)	\$5 Par Common Stock	36	\$ 36.6	13,028	I	Deferred Stock Unit Plan
Phantom Stock Unit	(1)	10/26/2009		J(2)	V	25		(3)	(3)	\$5 Par Common Stock	25	\$ 51.53	13,053	I	Deferred Stock Unit Plan
Phantom Stock Unit	(1)	01/25/2010		J(2)	V	24		(3)	(3)	\$5 Par Common Stock	24	\$ 54.66	13,077	I	Deferred Stock Unit Plan
Phantom Stock Unit	(1)	04/26/2010		J(2)	V	19		(3)	(3)	\$5 Par Common Stock	19	\$ 69.23	13,096	I	Deferred Stock Unit Plan
Phantom Stock Unit	(1)	04/27/2010		A(4)		1,815		(3)	(3)	\$5 Par Common Stock	1,815	\$ 66.09	14,911	I	Deferred Stock Unit Plan
Phantom Stock Unit	(1)	07/24/2009		J(5)	V	35		(3)	(3)	\$5 Par Common Stock	35	\$ 36.6	12,969	I	Deferred Compensation Plan
Phantom Stock Unit	(1)	10/26/2009		J(5)	V	25		(3)	(3)	\$5 Par Common Stock	25	\$ 51.53	12,994	I	Deferred Compensation Plan
Phantom Stock Unit	(1)	01/25/2010		J(5)	V	24		(3)	(3)	\$5 Par Common Stock	24	\$ 54.66	13,018	I	Deferred Compensation Plan

Phantom Stock Unit	(1)	04/26/2010		(5)	V	19		(3)	(3)	\$5 Par Common Stock	19	\$ 69.23	13,037	I	Deferred Compensation Plan
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CLAY ROBERT N CLAY HOLDING COMPANY THREE CHIMNEYS FARM P.O. BOX 114 MIDWAY, KY 40347	X			

## Signatures

Lori A. Hasselman, Attorney-in-Fact for Robert N. Clay		04/29/2010
<small>Signature of Reporting Person</small>		<small>Date</small>

## 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) One phantom stock unit is the economic equivalent of one share of The PNC Financial Services Group, Inc. ("PNC") Common Stock.
- (2) Phantom Stock Units received as dividend equivalents under the PNC Outside Directors Deferred Stock Unit Plan.
- (3) Phantom Stock Units will be settled in cash upon distribution from the reporting person's plan account and generally do not expire.
- (4) Phantom Stock Units awarded by the Nominating and Governance Committee pursuant to the PNC Outside Directors Deferred Stock Unit Plan.
- (5) Phantom Stock Units received as dividend equivalents under the PNC Directors Deferred Compensation Plan.

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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