FORM	4
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#### 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 Response	ses)										
1. Name and Address PEPPER JANE G	-	2. Issuer Name and PNC FINANCIA [PNC]			•••		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) Other (specify below)				
(Last) PENNSYLVANI SOCIETY, 100 N		RAL	3. Date of Earliest Tr 04/27/2010	ansaction (N	Aontł	n/Day/Yea	ır)				
PHILADELPHIA		4. If Amendment, Date Original Filed(Month/Day/Year)						6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting PersonForm filed by More than One Reporting Person			
(City)	(State)	(Zip)	,	Fable I - No	on-De	erivative S	Securitie	s Acqu	uired, Disposed of, or Beneficially Own	ned	
1.Title of Security (Instr. 3)		2. Transaction Date (Month/Day/Year)	Execution Date, if	(Instr. 8)		4. Securi (A) or Di (Instr. 3, Amount	isposed o 4 and 5) (A) or	f(D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)		Beneficial Ownership

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 SEC 1474 (9-02) 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)														
Security	Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	Code		5. Num of Derivat Securiti Acquire (A) or Dispose of (D) (Instr. 3 and 5)	ive les ed ed	and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		Derivative Security (Instr. 5)		Security: Direct (D) or Indirect	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	<u>(1)</u>	01/25/2010		յ <u>(2)</u>	v	25		<u>(3)</u>	<u>(3)</u>	\$5 Par Common Stock	25	\$ 54.66	13,563	Ι	Deferred Stock Unit Plan
Phantom Stock Unit	<u>(1)</u>	04/26/2010		<u>ј(2)</u>	v	19		<u>(3)</u>	<u>(3)</u>	\$5 Par Common Stock	19	\$ 69.23	13,582	Ι	Deferred Stock Unit Plan
Phantom Stock Unit	<u>(1)</u>	04/27/2010		A <u>(4)</u>		1,815		<u>(3)</u>	<u>(3)</u>	\$5 Par Common Stock	1,815	\$ 66.09	15,397	Ι	Deferred Stock Unit Plan
Phantom Stock Unit	<u>(1)</u>	01/25/2010		J <u>(5)</u>	v	6		<u>(3)</u>	<u>(3)</u>	\$5 Par Common Stock	6	\$ 54.66	2,928	Ι	Deferred Compensation Plan
Phantom Stock Unit	(1)	04/26/2010		J <u>(5)</u>	v	4		<u>(3)</u>	<u>(3)</u>	\$5 Par Common Stock	4	\$ 69.23	2,932	Ι	Deferred Compensation Plan

## **Reporting Owners**

	Relationships						
Reporting Owner Name / Address	Director	10% Owner	Officer	Other			
PEPPER JANE G PENNSYLVANIA HORTICULTURAL SOCIETY 100 N. 20TH STREET - 5TH FLOOR PHILADELPHIA, PA 19103-1495	х						

### Signatures

Lori A. Hasselman Attorney-in-Fact for Jane G. Pepper
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\*\*Signature of Reporting Person

04/29/2010 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) 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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