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

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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).

### 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

(Middle) AVENUE  (Zip)  Transaction late Month/Day/Year)	2. Issuer Nam PNC FINAN [PNC] 3. Date of Earli 02/14/2011 4. If Amendme  2A. Deemed Execution Date, any (Month/Day/Yea	est Transant, Date C  Table I -  3. Tratif Code (Instr.	ction ( riginal  Non-I  sactio	Filed(Month  Perivative S  1 4. Securi (A) or D (Instr. 3,	(Year)  //Year)  //Year)  //Securiti  //ties Accisposed	inc es Acqui	6. Individe  X Form file  Form file  5. Amour  Beneficia  Reported	(Che or (give title bele EVP & (  all or Joint/C ed by One Repo d by More than  osed of, or E  t of Securit llly Owned I Transaction	Chief Financ  Group Filing Person One Reporting  Beneficially ies Following	able) 10% Owner Other (specify lial Officer  Check Applica Person  Owned  6. Ownership Form:	7. Nature of Indirect Beneficial
(Zip) Transaction ate Month/Day/Year)	02/14/2011 4. If Amendme  2A. Deemed Execution Date, any	Table I -  3. Traif Code (Instr.	Non-I	Filed(Month  Perivative S  4. Securi (A) or D (Instr. 3,	Securiti ities Accisposed 4 and 5	des Acquiquired of (D)	X_Form file Form file  red, Dispo  5. Amour Beneficia Reported	nal or Joint/C ed by One Repo d by More than  osed of, or F  nt of Securit llly Owned I  Transaction	Group Filings rting Person One Reporting  Beneficially ies Following	Check Applica Person  Owned  6.  Ownership Form:	7. Nature of Indirect Beneficial
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2/14/2011	(Month/Day/Yea	Cod	e V		(A)		1(Instr 3 a		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)		
2/14/2011		E(1		Amount	or (D)	Price	(msu: 5 c	str. 3 and 4)		\ /	Ownership (Instr. 4)
		1		1,250	D	\$ 64.495	88,002			D	
							1,715			I	401(k) Plan
Table II -	Derivative Secu	rities Acc	Pe co th uired,	rsons wh ntained in e form dis	no responthis for this for B	orm are a currer	not requ ntly valid	ired to res	spond unle	ss	1474 (9-02)
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	Table II -  3A. Deemed Execution D any	Table II - Derivative Secu (e.g., puts, calls, and Execution Date, if any (Month/Day/Year) (Instr. 8)	Table II - Derivative Securities Acq (e.g., puts, calls, warrants)  3A. Deemed Execution Date, if any (Month/Day/Year)  (Month/Day/Year)  (Instr. 8)  Derivat Securities Acq (Instr. 8)  Derivat Securities Acq (Instr. 8)  Derivat Securities Acq (Instr. 8)	Table II - Derivative Securities Acquired, (e.g., puts, calls, warrants, option  3A. Deemed Execution Date, if any (Month/Day/Year)  (Month/Day/Year)  (Instr. 8)  Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)  Decivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Table II - Derivative Securities Acquired, Disposed (e.g., puts, calls, warrants, options, conver (e.g., puts, calls, warrants, options, conver any (Month/Day/Year)  3A. Deemed Execution Date, if Transaction Code (Instr. 8)  (Month/Day/Year)  4. 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)  Date Exercisable	Table II - Derivative Securities Acquired, Disposed of, or B  (e.g., puts, calls, warrants, options, convertible securities of Lexecution Date, if any (Month/Day/Year)  3A. Deemed Execution Date, if Transaction Code of Code (Instr. 8)  (Month/Day/Year)  4. 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)  Date Exercisable Expirat Exercisable Date	Table II - Derivative Securities Acquired, Disposed of, or Beneficial (e.g., puts, calls, warrants, options, convertible securities)  3A. Deemed Execution Date, if any (Month/Day/Year)  (Month/Day/Year)  4. 5. 6. Date Exercisable and Expiration Date (Month/Day/Year)  Code of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)  Date Expiration Date (Instr. 3, 4, and 5)  Date Expiration Date (Instr. 3, 4, and 5)  Date Expiration Date (Instr. 3, 4, and 5)	Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  3A. Deemed Execution Date, if any (Month/Day/Year)  4. Transaction Code (Instr. 8)  Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)  Date Exercisable and Expiration Date (Month/Day/Year)  Title Amount of Underlying Securities (Instr. 3 and 4)  Amount or Number of Number Number Number of Number N	Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  3A. Deemed Execution Date, if any (Month/Day/Year)  (Month/Day/Year)  3A. Deemed Execution Date, if any (Month/Day/Year)  (Month/Day/Year)  4. Transaction Code (Instr. 8)  Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)  Date Exercisable Expiration Date (Instr. 4)  Date Exercisable Expiration Title Amount or Number of Number	Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  3A. Deemed Execution Date, if any (Month/Day/Year)  4. Transaction Code (Instr. 8) Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)  Date Exercisable and Expiration Date (A) or Disposed of (D) (Instr. 3, 4, and 5)  Date Exercisable Expiration Date (Instr. 4)  Amount of Underlying Securities (Instr. 3 and 4)  Amount of Underlying Securities (Instr. 5)  Beneficially Owned (A) or Derivative Securities (Instr. 3 and 4)  Amount of Underlying Securities (Instr. 5)  Beneficially Owned (A) or Derivative Securities (Instr. 4)  Date Expiration Date (Instr. 4)	Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  3A. Deemed Execution Date, in any (Month/Day/Year)  (Month/Day/Year)  3A. Deemed Execution Date, in any (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  Date Exercisable Date  (A) or Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  7. Title and Amount of Underlying Security Security Securities (Instr. 3 and 4)  Beneficially Derivative Securities (Instr. 3)  Owned Security Securities (Instr. 3)  Amount of Underlying Securities (Instr. 3)  Amount of Underlying Securities (Instr. 3)  Transaction(s) (I) (Instr. 4)

	Relationships						
Reporting Owner Name / Address	Director	10% Owner	Officer	Other			
JOHNSON RICHARD J ONE PNC PLAZA 249 FIFTH AVENUE PITTSBURGH, PA 15222-2707			EVP & Chief Financial Officer				

## **Signatures**

Lori A. Hasselman, Attorney-in-Fact for Richard J. Johnson

02/16/2011

**Signature of Penarting Person	Date	
—Signature of Reporting Person	Dute	

# **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.