FORM 4	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).

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(Print or Ty

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	(3)								r			
1. Name and Address of LINDSAY BRUC	2. Issuer Name and PNC FINANCIA [PNC]			- ·		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <u></u>						
^(Last) 2117 ASSOCIATH AVENUE, SUITE	/ /	ANTO A OTTER	3. Date of Earliest Tr 04/26/2011	ansaction (N	Month	n/Day/Yea	r)					
WYNNEWOOD,	4	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)	Table I - Non-Derivative Securities Acqu						ired, Disposed of, or Beneficially Owned			
1.Title of Security (Instr. 3)		2. Transaction Date (Month/Day/Year)	Execution Date, if	3. Transact Code (Instr. 8) Code		4. Securi (A) or Di (Instr. 3, Amount	sposed o	f(D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 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

(<i>e.g.</i> , puts, calls, warrants, options, convertible securities)															
Security	Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	Code	tion)	5. Num of Derivat Securiti Acquire (A) or Dispose of (D) (Instr. 3 and 5)	ive les ed	6. Date Exercisable		7. Title and Amount of Underlying Securities		Derivative Security		Derivative Security: Direct (D) or Indirect	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Exercisable	Expiration Date	Title	Amount or Number of Shares				
Phantom Stock Unit	(1)	04/26/2011		A ⁽²⁾		1,935		<u>(3)</u>	<u>(3)</u>	\$5 Par Common Stock	1,935	\$ 0	19,764	Ι	Deferred Stock Unit Plan
Phantom Stock Unit	<u>(1)</u>							<u>(3)</u>	<u>(3)</u>	\$5 Par Common Stock	5,852		5,852	Ι	Deferred Compensation Plan

Reporting Owners

	Relationships						
Reporting Owner Name / Address	Director	10% Owner	Officer	Other			
LINDSAY BRUCE C 2117 ASSOCIATES, LLC 308 E. LANCASTER AVENUE, SUITE 300 WYNNEWOOD, PA 19096-2145	Х						

Signatures

Lori A. Hasselman, Attorney-in-Fact for Bruce C. Lindsay	04/28/2011		
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) 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 awarded by the Nominating and Governance Committee pursuant to 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.

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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