

PNC FINANCIAL SERVICES GROUP INC  
Form 8-K  
May 27, 2009

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of The Securities Exchange Act of 1934**

**May 27, 2009**

**Date of Report (date of earliest event reported)**

**THE PNC FINANCIAL SERVICES GROUP, INC.**

**(exact name of registrant as specified in its charter)**

**Pennsylvania**  
**(state or other jurisdiction of**  
  
**incorporation or organization)**

**Commission File Number**  
**001-09718**

**One PNC Plaza**

**25-1435979**  
**(I.R.S. Employer**

**Identification Number)**

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**249 Fifth Avenue**

**Pittsburgh, Pennsylvania 15222-2707**

(Address of principal executive offices, including zip code)

**(412) 762-2000**

(Registrant's telephone number, including area code)

**Not Applicable**

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ..  Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ..  Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ..  Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ..  Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 8.01 Other Events**

On May 27, 2009, The PNC Financial Services Group, Inc. (the Company ) issued a press release announcing that it had completed the issuance and sale of 15 million shares of its common stock, par value \$5.00 per share ( Common Stock ) through its at the market offering launched on May 14, 2009, resulting in gross proceeds to the Company in excess of \$600 million. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

The 15 million shares of Common Stock were issued and sold pursuant to an Equity Distribution Agreement dated May 14, 2009 (the Agreement ) with Morgan Stanley & Co., Incorporated.

Further details regarding the terms of the Agreement are set forth in the Company s Current Report on Form 8-K that was filed with the Securities and Exchange Commission (the Commission ) on May 14, 2009 and is incorporated herein by reference.

Shares of Common Stock sold pursuant to the Agreement were issued pursuant to a prospectus supplement filed with the Commission on May 14, 2009 to the accompanying prospectus filed with the Commission on January 10, 2007, as part of the Company s Registration Statement on Form S-3ASR (File No. 333-139912).

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

The following exhibit is filed herewith:

<b>Number</b>	<b>Description</b>	<b>Method of Filing</b>
99.1	Press Release, dated May 27, 2009	Filed herewith.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

THE PNC FINANCIAL SERVICES GROUP, INC.

Date: May 27, 2009

By: /s/ Samuel R. Patterson  
Samuel R. Patterson  
*Controller*

-3-

**EXHIBIT INDEX**

<b>Number</b>	<b>Description</b>	<b>Method of Filing</b>
99.1	Press Release, dated May 27, 2009	Filed herewith.