

WHITFORD THOMAS K
Form 4
January 08, 2009

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, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
WHITFORD THOMAS K

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)
 Director 10% Owner
 Officer (give title below) Other (specify below)
EVP and Chief Admin Officer

(Last) (First) (Middle)
ONE PNC PLAZA, 249 FIFTH AVENUE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/06/2009

PITTSBURGH, PA 15222-2707

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 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 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 Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|---|-------------|
| | | | | (A) or (D) | Price | | | | |
| | | | | Code | V | Amount | | | |
| \$5 Par Common Stock | 01/06/2009 | | F(1) | 4,245 | D | \$ 48.825 | 65,379 | D | |
| \$5 Par Common Stock | 10/24/2008 | | J(2) | 112 | V | A \$ 56.25 | 9,662 | I | 401(k) Plan |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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number.

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) | | | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|------------------|-----------------|----------------------|----------------------------|---------|
| | | | | Code | V | (A) | (D) | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Phantom Stock Unit | (3) | 04/24/2008 | | J(4) | V | 64 | | | (5) | (5) | \$5 Par Common Stock | 64 | \$ 65.9 |
| Phantom Stock Unit | (3) | 07/24/2008 | | J(4) | V | 62 | | | (5) | (5) | \$5 Par Common Stock | 62 | \$ 69.9 |
| Phantom Stock Unit | (3) | 10/24/2008 | | J(4) | V | 77 | | | (5) | (5) | \$5 Par Common Stock | 77 | \$ 56.2 |
| Phantom Stock Unit | (3) | 04/24/2008 | | J(6) | V | 90 | | | (5) | (5) | \$5 Par Common Stock | 90 | \$ 65.9 |
| Phantom Stock Unit | (3) | 07/24/2008 | | J(6) | V | 85 | | | (5) | (5) | \$5 Par Common Stock | 85 | \$ 69.9 |
| Phantom Stock Unit | (3) | 10/24/2008 | | J(6) | V | 107 | | | (5) | (5) | \$5 Par Common Stock | 107 | \$ 56.2 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| WHITFORD THOMAS K ONE PNC PLAZA 249 FIFTH AVENUE PITTSBURGH, PA 15222-2707 | | | EVP and Chief Admin Officer | |

Signatures

Lori A. Hasselman, Attorney-in-Fact for Thomas K.
Whitford

01/08/2009

__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) Shares withheld to satisfy tax liability resulting from the vesting of restricted stock previously granted.
- (2) Dividend reinvestment shares acquired under the PNC Incentive Savings Plan.
- (3) One phantom stock unit is the economic equivalent of one share of PNC Common Stock.
- (4) Phantom Stock Units received as dividend equivalents under the PNC Supplemental Incentive Savings Plan.
- (5) Phantom Stock Units will be settled in cash upon distribution from the reporting person's plan account and generally do not expire.
- (6) Phantom Stock Units received as dividend equivalents under the PNC 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. 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.