

MASSARO ANTHONY A
 Form 4
 April 04, 2011

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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, 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 *
 MASSARO ANTHONY A

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)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 03/31/2011

Director 10% Owner
 Officer (give title below) Other (specify below)

ONE PNC PLAZA, 249 FIFTH AVENUE

(Street)

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

PITTSBURGH, PA 15222-2707

(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 (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----|-------|
| | | | | (A) or (D) | Code | V | Amount | (D) | Price |

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

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction of | 5. Number | 6. Date Exercisable and Expiration Date | 7. Title and Amount of Underlying Securities | 8. Price |
|------------------------|---------------|--------------------------------------|-------------------------------|-------------------|-----------|---|--|----------|
|------------------------|---------------|--------------------------------------|-------------------------------|-------------------|-----------|---|--|----------|

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| Security (Instr. 3) | or Exercise Price of Derivative Security | any (Month/Day/Year) | Code (Instr. 8) | Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Month/Day/Year) | (Instr. 3 and 4) | Secu (Instr. 3) | | | | |
|---------------------|--|----------------------|-----------------|--|------------------|------------------|------------------|-----------------|----------------------|----------------------------|----|
| | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Phantom Stock Unit | (1) | 07/24/2010 | J(2) | V | 21 | | (3) | (3) | \$5 Par Common Stock | 21 | \$ |
| Phantom Stock Unit | (1) | 10/24/2010 | J(2) | V | 23 | | (3) | (3) | \$5 Par Common Stock | 23 | \$ |
| Phantom Stock Unit | (1) | 01/24/2011 | J(2) | V | 20 | | (3) | (3) | \$5 Par Common Stock | 20 | \$ |
| Phantom Stock Unit | (1) | 10/24/2010 | J(4) | V | 1 | | (3) | (3) | \$5 Par Common Stock | 1 | \$ |
| Phantom Stock Unit | (1) | 01/24/2011 | J(4) | V | 1 | | (3) | (3) | \$5 Par Common Stock | 1 | \$ |
| Phantom Stock Unit | (5) | 03/31/2011 | I | | | 413 | (5) | 03/31/2011 | \$5 Par Common Stock | 413 | \$ |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| MASSARO ANTHONY A ONE PNC PLAZA 249 FIFTH AVENUE PITTSBURGH, PA 15222-2707 | | X | | |

Signatures

Lori A. Hasselman, Attorney-in-Fact for Anthony A. Massaro

04/04/2011

**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 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 received as dividend equivalents under the PNC Directors Deferred Compensation Plan.

Each phantom stock unit entitled the reporting person to receive the cash value of one share of The PNC Financial Services Group, Inc.

- (5) ("PNC") common stock on dates selected by the reporting person. Prior to payment, the reporting person had the right to transfer the value of his phantom stock account into an alternative investment account.

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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