

GULLEY JOAN L
 Form 4
 December 28, 2009

FORM 4

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

OMB APPROVAL

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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, 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 *
GULLEY JOAN L

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 & Chief HR Officer

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

3. Date of Earliest Transaction (Month/Day/Year)
12/23/2009

PITTSBURGH, PA 15222-2707

(City) (State) (Zip)

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

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 Following 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)	Price		
\$5 Par Common Stock	12/23/2009		A ⁽¹⁾	2,310	A \$ 0	22,573	D
\$5 Par Common Stock	12/23/2009		F ⁽²⁾	938	D \$ 53.695	21,635	D
\$5 Par Common Stock	12/23/2009		A ⁽³⁾	16,339	A \$ 0	37,974	D
\$5 Par Common Stock	12/23/2009		F ⁽²⁾	6,631	D \$	31,343	D

Common
Stock

53.695

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

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(9-02)

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)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 3)
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Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

GULLEY JOAN L
ONE PNC PLAZA
249 FIFTH AVENUE
PITTSBURGH, PA 15222-2707

EVP & Chief HR Officer

Signatures

Lori A. Hasselman, Attorney-in-Fact for Joan L. Gulley

12/28/2009

__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) Restricted stock granted in lieu of cash, pursuant to an award made under the PNC 2006 Incentive Award Plan. These shares are subject to transfer restrictions as described in Exhibit 10.65 of PNC's Form 8-K filed on December 23, 2009.
- (2) Shares have been withheld to satisfy tax liability resulting from the vesting of restricted stock.

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- (3) Restricted stock granted pursuant to an award made under the PNC 2006 Incentive Award Plan. These shares are subject to transfer restrictions as described in Exhibit 10.65 of PNC's Form 8-K filed on December 23, 2009.

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.