

WEHMEIER HELGE H

Form 4

January 06, 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 *
WEHMEIER HELGE H

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)

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

ONE PNC PLAZA, 249 FIFTH AVENUE

01/02/2009

(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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
\$5 Par Common Stock	10/24/2008		J ⁽¹⁾	V	22	A	\$ 56.25	1,792	I	Money Purchase Plan
\$5 Par Common Stock	10/24/2008		J ⁽¹⁾	V	81	A	\$ 56.25	15,141	D	
\$5 Par Common Stock	01/02/2009		A ⁽²⁾		103	A	\$ 0	15,244	D	
\$5 Par Common Stock	01/02/2009		P ⁽³⁾		200	A	\$	15,444	D	

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Common Stock 48,4799
 \$5 Par Common Stock 01/02/2009 P⁽³⁾ 255 A \$ 48.48 15,699 D

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

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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	(4)	04/24/2008		J(5)	V 110	(6) (6)	\$5 Par Common Stock	110	\$ 65.9	
Phantom Stock Unit	(4)	07/24/2008		J(5)	V 118	(6) (6)	\$5 Par Common Stock	118	\$ 69.9	
Phantom Stock Unit	(4)	10/24/2008		J(5)	V 149	(6) (6)	\$5 Par Common Stock	149	\$ 56.2	
Phantom Stock Unit	(4)	04/24/2008		J(7)	V 90	(6) (6)	\$5 Par Common Stock	90	\$ 65.9	
Phantom Stock Unit	(4)	07/24/2008		J(7)	V 86	(6) (6)	\$5 Par Common Stock	86	\$ 69.9	
Phantom Stock Unit	(4)	10/24/2008		J(7)	V 107	(6) (6)	\$5 Par Common Stock	107	\$ 56.2	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WEHMEIER HELGE H ONE PNC PLAZA 249 FIFTH AVENUE PITTSBURGH, PA 15222-2707	X			

Signatures

Lori A. Hasselman, Attorney-in-Fact for Helge H. Wehmeier	01/06/2009
<small>**Signature of Reporting Person</small>	<small>Date</small>

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) Dividend reinvestment shares acquired.
- (2) Annual grant pursuant to PNC Directors Share Incentive Plan.
- (3) Transaction effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on March 5, 2004.
- (4) One phantom stock unit is the economic equivalent of one share of PNC Common Stock.
- (5) Phantom Stock Units received as dividend equivalents under the PNC Outside Directors Deferred Stock Unit Plan.
- (6) Phantom Stock Units will be settled in cash upon distribution from the reporting person's plan account and generally do not expire.
- (7) Phantom Stock Units received as dividend equivalents under the PNC Directors 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.