

WHITFORD THOMAS K
Form 4
February 10, 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 *
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)
Vice Chairman

(Last) (First) (Middle)

ONE PNC PLAZA, 249 FIFTH AVENUE

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/08/2011

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 (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 | 02/08/2011 | | A ⁽¹⁾ | | 11,000 | A | \$ 0 | 78,584 | D | |
| \$5 Par Common Stock | 01/24/2011 | | J ⁽²⁾ | V | 17 | A | \$ 60.92 | 67,584 | D | |
| \$5 Par Common Stock | 10/24/2010 | | J ⁽²⁾ | V | 19 | A | \$ 54.14 | 67,567 | D | |
| \$5 Par Common Stock | 01/24/2011 | | J ⁽³⁾ | V | 15 | A | \$ | 10,848 | I | 401(k) |

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| | | | | | | | | | | |
|----------------------|------------|--|------------------|---|----|-------|----------|--------|------|-------------|
| Common Stock | | | | | | 60.92 | | | Plan | |
| \$5 Par Common Stock | 10/24/2010 | | J ⁽³⁾ | V | 19 | A | \$ 54.14 | 10,833 | I | 401(k) Plan |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. 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 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. Code (Instr. 8) | 5. Transaction 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) | 07/24/2010 | | J ⁽⁵⁾ | V 16 | (6) (6) | \$5 Par Common Stock | 16 | \$ 60.4 | |
| Phantom Stock Unit | (4) | 10/24/2010 | | J ⁽⁵⁾ | V 18 | (6) (6) | \$5 Par Common Stock | 18 | \$ 54.14 | |
| Phantom Stock Unit | (4) | 01/24/2011 | | J ⁽⁵⁾ | V 16 | (6) (6) | \$5 Par Common Stock | 16 | \$ 60.92 | |
| Phantom Stock Unit | (4) | 07/24/2010 | | J ⁽⁷⁾ | V 12 | (6) (6) | \$5 Par Common Stock | 12 | \$ 60.4 | |
| Phantom Stock Unit | (4) | 10/24/2010 | | J ⁽⁷⁾ | V 13 | (6) (6) | \$5 Par Common Stock | 13 | \$ 54.14 | |
| Phantom Stock Unit | (4) | 01/24/2011 | | J ⁽⁷⁾ | V 12 | (6) (6) | \$5 Par Common Stock | 12 | \$ 60.92 | |

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 | | | Vice Chairman | |

Signatures

George P. Long, III, Attorney-in-Fact for Thomas K. Whitford

02/10/2011

__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).

- On January 15, 2008, the Personnel and Compensation Committee of the PNC Board of Directors granted an incentive performance unit opportunity to the reporting person. The grant was expressed as a "target" number of share units, and was adjusted for dividend equivalents over the three-year performance period. Subject to the Committee's discretion, the reporting person is eligible to receive shares of PNC common stock (if PNC meets specified performance criteria up to the target level) and/or cash (if the performance criteria exceeds the target level). PNC exceeded the target level performance criteria, which resulted in the vesting of 11,000 shares of PNC common stock.
- (1) Shares of PNC common stock (if PNC meets specified performance criteria up to the target level) and/or cash (if the performance criteria exceeds the target level). PNC exceeded the target level performance criteria, which resulted in the vesting of 11,000 shares of PNC common stock.
 - (2) Dividend reinvestment shares acquired.
 - (3) Dividend reinvestment shares acquired under the PNC Incentive Savings Plan.
 - (4) One phantom stock unit is the economic equivalent of one share of The PNC Financial Services Group, Inc. ("PNC") Common Stock.
 - (5) Phantom Stock Units received as dividend equivalents under the PNC Deferred Compensation 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 Supplemental Incentive Savings Plan.

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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