

JOHNSON RICHARD J
Form 4
February 10, 2011

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 *
JOHNSON RICHARD J

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)
ONE PNC PLAZA, 249 FIFTH AVENUE
(Street)

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

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP & Chief Financial Officer

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 (A) or (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) | |
|---------------------------------|--------------------------------------|--|--------------------------------|--|---|--|---|-------------|
| | | | | (A) or (D) | Price | | | |
| | | | | Code | V | Amount | | |
| \$5 Par Common Stock | 02/08/2011 | | A ⁽¹⁾ | 9,000 | A | \$ 0 | 89,252 | D |
| \$5 Par Common Stock | 06/30/2010 | | J ⁽²⁾ | 442 | V | \$ 53.675 | 80,252 | D |
| \$5 Par Common Stock | 01/29/2010 | | J ⁽³⁾ | 26 | V | \$ 55.43 | 1,564 | I |
| \$5 Par Common Stock | 04/26/2010 | | J ⁽³⁾ | 2 | V | \$ 69.23 | 1,566 | I |
| | | | | | | | | 401(k) Plan |
| | | | | | | | | 401(k) |

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| | | | | | | | | | | |
|----------------------|------------|--|------------------|---|-----|---|----------|-------|------|-------------|
| Common Stock | | | | | | | | | Plan | |
| \$5 Par Common Stock | 06/30/2010 | | J ⁽⁴⁾ | V | 140 | A | (4) | 1,706 | I | 401(k) Plan |
| \$5 Par Common Stock | 07/24/2010 | | J ⁽³⁾ | V | 3 | A | \$ 60.4 | 1,709 | I | 401(k) Plan |
| \$5 Par Common Stock | 10/24/2010 | | J ⁽³⁾ | V | 3 | A | \$ 54.14 | 1,712 | I | 401(k) Plan |
| \$5 Par Common Stock | 01/24/2011 | | J ⁽³⁾ | V | 3 | A | \$ 60.92 | 1,715 | I | 401(k) Plan |

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) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Phantom Stock Unit | (5) | 10/26/2009 | | J ⁽⁶⁾ | V 3 | (7) (7) | \$5 Par Common Stock | 3 \$ 51.53 | |
| Phantom Stock Unit | (5) | 01/25/2010 | | J ⁽⁶⁾ | V 7 | (7) (7) | \$5 Par Common Stock | 7 \$ 54.66 | |
| Phantom Stock Unit | (5) | 04/26/2010 | | J ⁽⁶⁾ | V 6 | (7) (7) | \$5 Par Common Stock | 6 \$ 69.23 | |

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| | | | | | | | | | | |
|--------------------|-----|------------|------|---|---|-----|-----|----------------------|---|----------|
| Phantom Stock Unit | (5) | 07/24/2010 | J(6) | V | 7 | (7) | (7) | \$5 Par Common Stock | 7 | \$ 60.4 |
| Phantom Stock Unit | (5) | 10/24/2010 | J(6) | V | 8 | (7) | (7) | \$5 Par Common Stock | 8 | \$ 54.14 |
| Phantom Stock Unit | (5) | 01/24/2011 | J(6) | V | 7 | (7) | (7) | \$5 Par Common Stock | 7 | \$ 60.92 |
| Phantom Stock Unit | (5) | 10/26/2009 | J(8) | V | 2 | (7) | (7) | \$5 Par Common Stock | 2 | \$ 51.53 |
| Phantom Stock Unit | (5) | 01/25/2010 | J(8) | V | 2 | (7) | (7) | \$5 Par Common Stock | 2 | \$ 54.66 |
| Phantom Stock Unit | (5) | 04/26/2010 | J(8) | V | 1 | (7) | (7) | \$5 Par Common Stock | 1 | \$ 69.23 |
| Phantom Stock Unit | (5) | 07/24/2010 | J(8) | V | 2 | (7) | (7) | \$5 Par Common Stock | 2 | \$ 60.4 |
| Phantom Stock Unit | (5) | 10/24/2010 | J(8) | V | 2 | (7) | (7) | \$5 Par Common Stock | 2 | \$ 54.14 |
| Phantom Stock Unit | (5) | 01/24/2011 | J(8) | V | 2 | (7) | (7) | \$5 Par Common Stock | 2 | \$ 60.92 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| JOHNSON RICHARD J ONE PNC PLAZA 249 FIFTH AVENUE PITTSBURGH, PA 15222-2707 | | | EVP & Chief Financial Officer | |

Signatures

George P. Long, III, Attorney-in-Fact for Richard J. Johnson
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 9,000 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 9,000 shares of PNC common stock.
- (2) Acquisition of stock pursuant the PNC Employee Stock Purchase Plan.
- (3) Dividend reinvestment shares acquired under the PNC Incentive Savings Plan.
- (4) Shares acquired under the PNC Incentive Savings Plan at various prices ranging from \$51.03 to \$66.99.
- (5) One phantom stock unit is the economic equivalent of one share of The PNC Financial Services Group, Inc. ("PNC") Common Stock.
- (6) Phantom Stock Units received as dividend equivalents under the PNC Deferred Compensation Plan.
- (7) Phantom Stock Units will be settled in cash upon distribution from the reporting person's plan account and generally do not expire.
- (8) 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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