

DEMCHAK WILLIAM S
Form 4
January 05, 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 *
DEMCHAK WILLIAM S

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

3. Date of Earliest Transaction (Month/Day/Year)
01/03/2011

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Senior Vice Chairman

(Street)
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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) Code V Amount Price | | | |
| \$5 Par Common Stock | 04/26/2010 | | J ⁽¹⁾ | V 2 A \$ 69.23 | 1,667 | I | 401(k) Plan |
| \$5 Par Common Stock | 06/30/2010 | | J ⁽²⁾ | V 164 A 2 | 1,831 | I | 401(k) Plan |
| \$5 Par Common Stock | 07/24/2010 | | J ⁽¹⁾ | V 3 A \$ 60.4 | 1,834 | I | 401(k) Plan |
| \$5 Par Common Stock | 10/24/2010 | | J ⁽¹⁾ | V 3 A \$ | 1,837 | I | 401(k) Plan |

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| | | | | | | | | | | |
|----------------------|------------|--|---|---|-------|---|-------|------------------------|---|---------|
| Common Stock | | | | | | | 54.14 | | | Plan |
| \$5 Par Common Stock | 05/11/2010 | | G | V | 3,000 | D | \$ 0 | 249,042 | D | |
| \$5 Par Common Stock | 05/11/2010 | | G | V | 2,000 | D | \$ 0 | 247,042 ⁽³⁾ | D | |
| \$5 Par Common Stock | | | | | | | | 34,300 ⁽³⁾ | I | By GRAT |

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 or Value of Underlying Securities (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|----------------------------|-------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Phantom Stock Unit | <u>(4)</u> | 01/25/2010 | | J ⁽⁵⁾ | V 4 | <u>(6)</u> | <u>(6)</u> | \$5 Par Common Stock | 4 | \$ 54 |
| Phantom Stock Unit | <u>(4)</u> | 04/24/2010 | | J ⁽⁵⁾ | V 4 | <u>(6)</u> | <u>(6)</u> | \$5 Par Common Stock | 4 | \$ 69 |
| Phantom Stock Unit | <u>(4)</u> | 07/24/2010 | | J ⁽⁵⁾ | V 4 | <u>(6)</u> | <u>(6)</u> | \$5 Par Common Stock | 4 | \$ 69 |
| Phantom Stock Unit | <u>(4)</u> | 10/24/2010 | | J ⁽⁵⁾ | V 5 | <u>(6)</u> | <u>(6)</u> | \$5 Par Common Stock | 5 | \$ 54 |
| Phantom Stock | <u>(4)</u> | 01/25/2010 | | J ⁽⁷⁾ | V 47 | <u>(6)</u> | <u>(6)</u> | \$5 Par Common | 47 | \$ 54 |

| Unit | | | | | | | Stock | | | |
|--------------------------|-----|------------|------|---|-------|-----|-------|----------------------------|-------|-------|
| Phantom Stock Unit | (4) | 04/26/2010 | J(7) | V | 38 | (6) | (6) | \$5 Par Common Stock | 38 | \$ 69 |
| Phantom Stock Unit | (4) | 07/24/2010 | J(7) | V | 43 | (6) | (6) | \$5 Par Common Stock | 43 | \$ 69 |
| Phantom Stock Unit | (4) | 10/24/2010 | J(7) | V | 49 | (6) | (6) | \$5 Par Common Stock | 49 | \$ 54 |
| Phantom Stock Unit | (4) | 01/03/2011 | I | | 3,046 | (8) | (8) | \$5 Par Common Stock | 3,046 | \$ 61 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| DEMCHAK WILLIAM S ONE PNC PLAZA 249 FIFTH AVENUE PITTSBURGH, PA 15222-2707 | | | Senior Vice Chairman | |

Signatures

Lori A. Hasselman, Attorney-in-Fact for William S.
Demchak

01/05/2011

**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) Dividend reinvestment shares acquired under the PNC Incentive Savings Plan.
- (2) Shares acquired under the PNC Incentive Savings Plan at various prices ranging from \$51.03 to \$66.99.
- (3) These share amounts reflect a distribution of 15,700 shares from a Grantor Retained Annuity Trust to the Reporting Person that occurred on May 28, 2010.
- (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 Supplemental Incentive Savings 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 Deferred Compensation Plan.
- (8) Pursuant to elections made by the reporting person with respect to compensation earned as an executive officer of PNC, 3,046 phantom stock units became payable in cash on January 3, 2011.

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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