

PNC FINANCIAL SERVICES GROUP INC  
 Form 4  
 April 29, 2010

**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

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**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 \*  
**KELSON RICHARD B**

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)  
 1025 FIFTH AVENUE, APT. 11A  
 NORTH

3. Date of Earliest Transaction (Month/Day/Year)  
 04/27/2010

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

(Street)  
 NEW YORK, NY 10028

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 Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction of	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities	8. Price of Derivative
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)	Security (Instr. 3)				
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock Unit	<u>(1)</u>	07/24/2009	J <sup>(2)</sup>	V	29		<u>(3)</u>	<u>(3)</u>	\$5 Par Common Stock	29	\$ 30
Phantom Stock Unit	<u>(1)</u>	10/26/2009	J <sup>(2)</sup>	V	20		<u>(3)</u>	<u>(3)</u>	\$5 Par Common Stock	20	\$ 51
Phantom Stock Unit	<u>(1)</u>	01/25/2010	J <sup>(2)</sup>	V	19		<u>(3)</u>	<u>(3)</u>	\$5 Par Common Stock	19	\$ 54
Phantom Stock Unit	<u>(1)</u>	04/26/2010	J <sup>(2)</sup>	V	15		<u>(3)</u>	<u>(3)</u>	\$5 Par Common Stock	15	\$ 69
Phantom Stock Unit	<u>(1)</u>	04/27/2010	A <sup>(4)</sup>		1,815		<u>(3)</u>	<u>(3)</u>	\$5 Par Common Stock	1,815	\$ 66
Phantom Stock Unit	<u>(1)</u>	07/24/2009	J <sup>(5)</sup>	V	12		<u>(3)</u>	<u>(3)</u>	\$5 Par Common Stock	12	\$ 30
Phantom Stock Unit	<u>(1)</u>	10/26/2009	J <sup>(5)</sup>	V	9		<u>(3)</u>	<u>(3)</u>	\$5 Par Common Stock	9	\$ 51
Phantom Stock Unit	<u>(1)</u>	01/25/2010	J <sup>(5)</sup>	V	8		<u>(3)</u>	<u>(3)</u>	\$5 Par Common Stock	8	\$ 54
Phantom Stock Unit	<u>(1)</u>	04/26/2010	J <sup>(5)</sup>	V	6		<u>(3)</u>	<u>(3)</u>	\$5 Par Common Stock	6	\$ 69

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KELSON RICHARD B 1025 FIFTH AVENUE	X			

