

ROHR JAMES E
Form 4
February 10, 2011

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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 *
ROHR JAMES E

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)
Chairman and CEO

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 46 A \$ 69.23 35,880	I	401(k) Plan	
\$5 Par Common Stock	07/24/2010		J ⁽¹⁾	V 52 A \$ 60.4 35,932	I	401(k) Plan	
\$5 Par Common Stock	10/24/2010		J ⁽¹⁾	V 64 A \$ 54.14 35,996	I	401(k) Plan	
\$5 Par Common Stock	01/24/2011		J ⁽¹⁾	V 51 A \$ 60.92 36,047	I	401(k) Plan	

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Common Stock									
\$5 Par Common Stock	04/26/2010	<u>J⁽²⁾</u>	V 79	A	\$ 69.23	162,173	D		
\$5 Par Common Stock	07/24/2010	<u>J⁽²⁾</u>	V 90	A	\$ 60.4	162,263	D		
\$5 Par Common Stock	10/24/2010	<u>J⁽²⁾</u>	V 100	A	\$ 54.14	162,363	D		
\$5 Par Common Stock	01/24/2011	<u>J⁽²⁾</u>	V 90	A	\$ 60.92	162,453	D		
\$5 Par Common Stock	02/08/2011	<u>A⁽³⁾</u>	40,000	A	\$ 0	202,453	D		
\$5 Par Common Stock	02/08/2011	<u>F⁽⁴⁾</u>	2,633	D	\$ 63.435	199,820	D		
\$5 Par Common Stock						16,275 <u>(5)</u>	I		By GRAT
\$5 Par Common Stock						336,853 <u>(6)</u>	I		By Trust
\$5 Par Common Stock						33,725 <u>(7)</u>	I		By GRAT
\$5 Par Common Stock						21,320	I		By Trust
\$5 Par Common Stock						516	I		By Daughter
\$5 Par Common Stock						58,200 <u>(8)</u>	I		By Spouse/Trust
\$5 Par Common Stock						3,555	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 of Derivative Security (Instr. 5)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock Unit	<u>(9)</u>	04/26/2010		J ⁽¹⁰⁾	V 95	<u>(11)</u>	<u>(11)</u>	\$5 Par Common Stock	95	\$ 69.2
Phantom Stock Unit	<u>(9)</u>	07/24/2010		J ⁽¹⁰⁾	V 108	<u>(11)</u>	<u>(11)</u>	\$5 Par Common Stock	108	\$ 60.9
Phantom Stock Unit	<u>(9)</u>	10/24/2010		J ⁽¹⁰⁾	V 121	<u>(11)</u>	<u>(11)</u>	\$5 Par Common Stock	121	\$ 54.1
Phantom Stock Unit	<u>(9)</u>	01/24/2011		J ⁽¹⁰⁾	V 108	<u>(11)</u>	<u>(11)</u>	\$5 Par Common Stock	108	\$ 60.9
Phantom Stock Unit	<u>(9)</u>	04/26/2010		J ⁽¹²⁾	V 40	<u>(11)</u>	<u>(11)</u>	\$5 Par Common Stock	40	\$ 69.2
Phantom Stock Unit	<u>(9)</u>	07/24/2010		J ⁽¹²⁾	V 46	<u>(11)</u>	<u>(11)</u>	\$5 Par Common Stock	46	\$ 60.9
Phantom Stock Unit	<u>(9)</u>	10/24/2010		J ⁽¹²⁾	V 52	<u>(11)</u>	<u>(11)</u>	\$5 Par Common Stock	52	\$ 54.1
Phantom Stock Unit	<u>(9)</u>	01/24/2011		J ⁽¹²⁾	V 46	<u>(11)</u>	<u>(11)</u>	\$5 Par Common Stock	46	\$ 60.9

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROHR JAMES E ONE PNC PLAZA 249 FIFTH AVENUE PITTSBURGH, PA 15222-2707	X		Chairman and CEO	

Signatures

George P. Long, III Attorney-in-Fact for James E. Rohr
Date: 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).
- (1) Dividend reinvestment shares acquired under the PNC Incentive Savings Plan.
- (2) Dividend reinvestment shares acquired.
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 40,000 shares of PNC common stock.
- (3) Shares have been withheld to cover the reporting person's tax liability in connection with the incentive performance unit opportunity granted on January 15, 2008 and awarded on February 8, 2011.
- (5) These shares were previously reported as directly beneficially owned but were contributed to a Grantor Retained Annuity Trust on June 4, 2010.
- (6) These shares were previously reported as directly beneficially owned but were transferred to a revocable trust account on March 12, 2010.
- (7) These share amounts reflect a distribution of 16,275 shares from a Grantor Retained Annuity Trust to the Reporting Person that occurred on May 29, 2010.
- (8) These shares were previously reported as directly beneficially owned by Spouse but were transferred to a revocable trust account for Spouse on March 12, 2010.
- (9) One phantom stock unit is the economic equivalent of one share of The PNC Financial Services Group, Inc. ("PNC") Common Stock.
- (10) Phantom Stock Units received as dividend equivalents under the PNC Supplemental Incentive Savings Plan.
- (11) Phantom Stock Units will be settled in cash upon distribution from the reporting person's plan account and generally do not expire.
- (12) Phantom Stock Units received as dividend equivalents under the PNC Deferred Compensation Plan.

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