

MASSARO ANTHONY A
Form 4
December 30, 2009

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 *
MASSARO ANTHONY A

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)

3. Date of Earliest Transaction (Month/Day/Year)
03/31/2007

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

ONE PNC PLAZA, 249 FIFTH AVENUE

(Street)

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

PITTSBURGH, PA 15222-2707

(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.

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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	5. Number of	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities	8. Pr
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)				
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock Unit	(1)	03/31/2007(2)	I		372		(1)	03/31/2007	\$5 Par Common Stock	372 \$ 7
Phantom Stock Unit	(1)	03/31/2008(2)	I		386		(1)	03/31/2008	\$5 Par Common Stock	386 \$ 6
Phantom Stock Unit	(1)	03/31/2009(2)	I		407		(1)	03/31/2009	\$5 Par Common Stock	407 \$ 4
Phantom Stock Unit	(4)						(5)	(5)	\$5 Par Common Stock	10,501

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MASSARO ANTHONY A ONE PNC PLAZA 249 FIFTH AVENUE PITTSBURGH, PA 15222-2707		X		

Signatures

Lori A. Hasselman, Attorney-in-Fact for Anthony A. Massaro

12/30/2009

**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) Each phantom stock unit entitled the reporting person to receive the cash value of one share of The PNC Financial Services Group, Inc. ("PNC") common stock on dates selected by the reporting person. See footnote 2.

(2) Pursuant to elections made by the reporting person with respect to compensation earned as a non-employee director of PNC in 2002, 2003 and 2004, the reporting person deferred some of such compensation and was credited, as of March 31, 2007, with an aggregate of approximately 1,859 phantom stock units (including additional phantom stock units awarded as dividend equivalents) in respect of such deferred compensation. In connection with each election, the reporting person elected to receive payment of the cash value of the

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phantom stock units in five annual installments beginning in 2007. Accordingly, the reporting person was entitled to receive payments, based on the value of the applicable phantom stock units on the dates indicated in the table, within 30 days after such dates. Due to an administrative error by PNC, the reporting person received the first three annual payments in December 2009.

- (3) Reflects adjustments to eliminate dividend equivalents erroneously awarded with respect to phantom stock units after the date selected by the reporting person as of which payment of such phantom stock units would be made.
- (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 will be settled in cash upon distribution from the reporting person's plan account and generally do not expire.

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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