

ROHR JAMES E
Form 4
February 13, 2009

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 *
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

3. Date of Earliest Transaction (Month/Day/Year)
02/12/2009

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

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| \$5 Par Common Stock | 02/12/2009 | | A ⁽¹⁾ | | 50,000 | A | \$ 0 |
| | | | | | | | 498,101 |
| \$5 Par Common Stock | 02/12/2009 | | A ⁽²⁾ | | 102,590 | A | \$ 0 |
| | | | | | | | 448,101 |
| \$5 Par Common Stock | 01/14/2009 | | G | V | 21,320 | D | \$ 0 |
| | | | | | | | 345,511 |
| \$5 Par Common Stock | 01/14/2009 | | G | V | 21,320 | D | \$ 0 |
| | | | | | | | 366,831 |

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| | | | | | | | | | |
|----------------------|------------|--|--------------------|--------|---|-----------|---------|---|--|
| Common Stock | | | | | | | | | |
| \$5 Par Common Stock | 01/13/2009 | | G V | 21,320 | D | \$ 0 | 388,151 | D | |
| \$5 Par Common Stock | 01/26/2009 | | J ⁽³⁾ V | 765 | A | \$ 29.945 | 35,539 | I | 401(k) Plan |
| \$5 Par Common Stock | 01/14/2009 | | G V | 21,320 | A | \$ 0 | 21,320 | I | By Trust ⁽⁴⁾ |
| \$5 Par Common Stock | 01/26/2009 | | J ⁽³⁾ V | 10 | A | \$ 31.6 | 516 | I | Custodian Account/PUTMA ⁽⁴⁾ |
| \$5 Par Common Stock | | | | | | | 58,200 | I | By Spouse ⁽⁴⁾ |
| \$5 Par Common Stock | | | | | | | 3,555 | I | By GRAT ⁽⁴⁾ |

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.

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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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code V (A) (D) | | Date Exercisable Expiration Date | Title |
| Employee Stock Option (Right-to-Buy) | \$ 31.07 | 02/12/2009 | | A ⁽⁵⁾ | 290,400 | 02/12/2010 02/12/2019 | \$5 Par Common Stock |

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

ROHR JAMES E
ONE PNC PLAZA
249 FIFTH AVENUE
PITTSBURGH, PA 15222-2707

X Chairman and CEO

Signatures

Lori A. Hasselman, Attorney-in-Fact for James E. 02/13/2009
Rohr

__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 20, 2006, 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
(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 50,000 shares of PNC common stock.
(2) Restricted stock granted in lieu of cash, pursuant to an award made under the PNC 1996 Executive Incentive Award Plan.
(3) Dividend reinvestment shares acquired.
(4) The reporting person disclaims ownership of these securities and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purposes.
(5) Grant of stock options subject to the precondition of an appropriate agreement, signed by the parties. Options generally become exercisable in three equal annual installments, beginning one year after the date of grant.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.