

GULLEY JOAN L

Form 4

February 10, 2011

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
GULLEY JOAN L

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)
02/08/2011

____ Director ____ 10% Owner
X Officer (give title ____ Other (specify
below) below)
EVP & Chief HR Officer

(Street)
PITTSBURGH, PA 15222-2707

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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	02/08/2011		A ⁽¹⁾		4,000	A	\$ 0 38,155
						D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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information contained in this form are not
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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)

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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)	
Phantom Stock Unit	<u>(2)</u>	07/24/2009		J <u>(3)</u>	V	9		
						<u>(4)</u>	<u>(4)</u>	\$5 Par Common Stock
								9
								\$ 36.6
Phantom Stock Unit	<u>(2)</u>	10/26/2009		J <u>(3)</u>	V	6		
						<u>(4)</u>	<u>(4)</u>	\$5 Par Common Stock
								6
								\$ 51.53
Phantom Stock Unit	<u>(2)</u>	01/25/2010		J <u>(3)</u>	V	6		
						<u>(4)</u>	<u>(4)</u>	\$5 Par Common Stock
								6
								\$ 54.66
Phantom Stock Unit	<u>(2)</u>	04/26/2010		J <u>(3)</u>	V	5		
						<u>(4)</u>	<u>(4)</u>	\$5 Par Common Stock
								5
								\$ 69.23
Phantom Stock Unit	<u>(2)</u>	07/24/2010		J <u>(3)</u>	V	6		
						<u>(4)</u>	<u>(4)</u>	\$5 Par Common Stock
								6
								\$ 60.4
Phantom Stock Unit	<u>(2)</u>	10/24/2010		J <u>(3)</u>	V	6		
						<u>(4)</u>	<u>(4)</u>	\$5 Par Common Stock
								6
								\$ 54.14
Phantom Stock Unit	<u>(2)</u>	01/24/2011		J <u>(3)</u>	V	6		
						<u>(4)</u>	<u>(4)</u>	\$5 Par Common Stock
								6
								\$ 60.92

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
GULLEY JOAN L ONE PNC PLAZA 249 FIFTH AVENUE PITTSBURGH, PA 15222-2707	EVP & Chief HR Officer

Signatures

George P. Long, III, Attorney-in-Fact for Joan L.
Gulley

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) 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 4,000 shares of PNC common stock.

(2) One phantom stock unit is the economic equivalent of one share of The PNC Financial Services Group, Inc. ("PNC") Common Stock.

(3) Phantom Stock Units received as dividend equivalents under the PNC Deferred Compensation Plan.

(4) 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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