WHITFORD THOMAS K
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 *
WHITFORD THOMAS K

(Last) (First) (Middle)

ONE PNC PLAZA, 249 FIFTH AVENUE

(Street)

PITTSBURGH, PA 15222-2707

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
PNC FINANCIAL SERVICES GROUP INC [PNC]

3. Date of Earliest Transaction (Month/Day/Year)
02/08/2011

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Vice Chairman

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

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)		11,000	A	$ 0	78,584	D	
$5 Par Common Stock	01/24/2011		J(2)	V	17	A	$ 60.92	67,584	D	
$5 Par Common Stock	10/24/2010		J(2)	V	19	A	$ 54.14	67,567	D	
$5 Par	01/24/2011		J(3)	V	15	A	$	10,848	I	401(k)

Common Stock							60.92			Plan
$5 Par Common Stock	10/24/2010		J(3)	V	19	A	$ 54.14	10,833	I	401(k) Plan

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

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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	(4)	07/24/2010		J(5)	V	16		(6)	(6)	$5 Par Common Stock	16	$ 60.4
Phantom Stock Unit	(4)	10/24/2010		J(5)	V	18		(6)	(6)	$5 Par Common Stock	18	$ 54.14
Phantom Stock Unit	(4)	01/24/2011		J(5)	V	16		(6)	(6)	$5 Par Common Stock	16	$ 60.92
Phantom Stock Unit	(4)	07/24/2010		J(7)	V	12		(6)	(6)	$5 Par Common Stock	12	$ 60.4
Phantom Stock Unit	(4)	10/24/2010		J(7)	V	13		(6)	(6)	$5 Par Common Stock	13	$ 54.14
Phantom Stock Unit	(4)	01/24/2011		J(7)	V	12		(6)	(6)	$5 Par Common Stock	12	$ 60.92

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WHITFORD THOMAS K ONE PNC PLAZA 249 FIFTH AVENUE PITTSBURGH, PA 15222-2707			Vice Chairman	

Signatures

George P. Long, III, Attorney-in-Fact for Thomas K. Whitford	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 11,000 shares of PNC common stock.

(2) Dividend reinvestment shares acquired.

(3) Dividend reinvestment shares acquired under the PNC Incentive Savings Plan.

(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 received as dividend equivalents under the PNC Deferred Compensation Plan.

(6) Phantom Stock Units will be settled in cash upon distribution from the reporting person's plan account and generally do not expire.

(7) Phantom Stock Units received as dividend equivalents under the PNC Supplemental Incentive Savings Plan.

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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