LINDSAY BRUCE C
Form 4
April 05, 2011

# FORM 4

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

**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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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
LINDSAY BRUCE C

(Last) (First) (Middle)

2117 ASSOCIATES, LLC, 308 E. LANCASTER AVENUE, SUITE 300

(Street)

WYNNEWOOD, PA 19096-2145

(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)
04/01/2011

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 | | | |

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.**

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 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 Derivati Security (Instr. 5) |
|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Phantom Stock Unit | (1) | 07/24/2010 | | J(2) | V | 9 | | (3) | (3) | $5 Par Common Stock | 9 | $ 60.4 |
| Phantom Stock Unit | (1) | 10/24/2010 | | J(2) | V | 10 | | (3) | (3) | $5 Par Common Stock | 10 | $ 54.1 |
| Phantom Stock Unit | (1) | 01/24/2011 | | J(2) | V | 9 | | (3) | (3) | $5 Par Common Stock | 9 | $ 60.9 |
| Phantom Stock Unit | (1) | 04/01/2011 | | A(4) | | 427 | | (3) | (3) | $5 Par Common Stock | 427 | $ 63.7 |
| Phantom Stock Unit | (1) | 07/24/2010 | | J(5) | V | 29 | | (3) | (3) | $5 Par Common Stock | 29 | $ 60.4 |
| Phantom Stock Unit | (1) | 10/24/2010 | | J(5) | V | 33 | | (3) | (3) | $5 Par Common Stock | 33 | $ 54.1 |
| Phantom Stock Unit | (1) | 01/24/2011 | | J(5) | V | 29 | | (3) | (3) | $5 Par Common Stock | 29 | $ 60.9 |

# Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---|---|---|---|
| | Director | 10% Owner | Officer | Other |
| LINDSAY BRUCE C<br>2117 ASSOCIATES, LLC<br>308 E. LANCASTER AVENUE, SUITE 300<br>WYNNEWOOD, PA 19096-2145 | X | | | |

# Signatures

| | |
|---|---|
| Lori A. Hasselman, Attorney-in-Fact for Bruce C. Lindsay | 04/05/2011 |
| **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)** One phantom stock unit is the economic equivalent of one share of The PNC Financial Services Group, Inc. ("PNC") Common Stock.

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

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

**(4)** Phantom Stock Units received under the PNC Directors Deferred Compensation Plan.

**(5)** Phantom Stock Units received as dividend equivalents under the PNC Outside Directors Deferred Stock Unit Plan.

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.