

Reilly Robert Q  
 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 \*  
 Reilly Robert Q

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  
 (Street)

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

\_\_\_\_ Director  
 Officer (give title below) \_\_\_\_\_ 10% Owner  
 \_\_\_\_\_ Other (specify below)  
 Executive Vice President

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 Ownership (Instr. 4)	
				(A) or (D)	Price			
				Code	V	Amount		
\$5 Par Common Stock	02/12/2009		A <sup>(1)</sup>	4,689	A	\$ 0	26,987	D
\$5 Par Common Stock	02/12/2009		A <sup>(2)</sup>	4,500	A	\$ 0	31,487	D
\$5 Par Common Stock							393	I
								401(k) Plan

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

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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)
Employee Stock Option (Right-to-Buy)	\$ 31.07	02/12/2009		A <sup>(3)</sup>	39,600	02/12/2010 02/12/2019	\$5 Par Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Reilly Robert Q ONE PNC PLAZA 249 FIFTH AVENUE PITTSBURGH, PA 15222-2707			Executive Vice President	

## Signatures

Lori A. Hasselman, Attorney-in-Fact for Robert Q. Reilly  
Date: 02/13/2009

\*\*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) Restricted stock granted in lieu of cash, pursuant to an award made under the PNC 1996 Executive Incentive Award Plan.

(2) 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 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 4,500 shares of PNC common stock.

(3) 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.

## Edgar Filing: Reilly Robert Q - Form 4

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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