

Parsley E William III
Form 4
February 15, 2011

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 *
Parsley E William III

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)
249 FIFTH AVENUE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/12/2011

____ Director
 Officer (give title below) _____ 10% Owner
_____ Other (specify below)
Executive Vice President

PITTSBURGH, PA 15222

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 | (D) | Price | | | |
| \$5 Par Common Stock | 02/12/2011 | | M | | 2,789 | A | Ⓛ | 70,658 | D | |
| \$5 Par Common Stock | 02/12/2011 | | D | | 2,789 | D | \$ 64.2525 | 67,869 | D | |
| \$5 Par Common Stock | 02/14/2011 | | M | | 1,049 | A | Ⓛ | 68,918 | D | |
| \$5 Par Common | 02/14/2011 | | D | | 1,049 | D | \$ 64.495 | 67,869 | D | |

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Stock

| | | | | | | | | |
|----------------------------|------------|------------------|-----|---|----------|-------|---|----------------|
| \$5 Par Common Stock | 10/24/2010 | J ⁽²⁾ | V 2 | A | \$ 54.14 | 1,198 | I | 401(k) Plan |
| \$5 Par Common Stock | 01/24/2011 | J ⁽²⁾ | V 2 | A | \$ 60.92 | 1,200 | I | 401(k) Plan |

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 Securities (Instr. 3 and 4) | Amount or Number of Shares | |
|---|--|---|---|--------------------------------------|---|--|---|--|-------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Restricted Share Units | <u>(1)</u> | 02/14/2011 | | M | 1,049 | 02/14/2011 | 02/14/2011 | \$5 Par Common Stock | 1,049 |
| Restricted Share Units | <u>(1)</u> | 02/12/2011 | | M | 2,789 | 02/12/2011 | 02/12/2011 | \$5 Par Common Stock | 2,789 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Parsley E William III 249 FIFTH AVENUE PITTSBURGH, PA 15222 | | | Executive Vice President | |

Signatures

Lori A. Hasselman, Attorney-in-Fact for E. William
Parseley

02/15/2011

__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) Each restricted stock unit was the economic equivalent of one share of PNC common stock. The reporting person received the cash value of the restricted share units upon vesting.
 - (2) Dividend reinvestment shares acquired under the PNC 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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