

PNC FINANCIAL SERVICES GROUP INC  
 Form 4  
 December 17, 2008

**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 \*  
 CLAY ROBERT N

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)

3. Date of Earliest Transaction (Month/Day/Year)  
 12/15/2008

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

CLAY HOLDING COMPANY  
 THREE CHIMNEYS FARM, P.O.  
 BOX 114

(Street)

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

MIDWAY, KY 40347

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |   |
|                                 |                                      |  |                                | Code  | V   | Amount   |   |
| \$5 Par Common Stock            | 01/24/2008                           |  | J(1)                           | V   | 6   | A  | \$ 58.605 566 D                                       |
| \$5 Par Common Stock            | 04/24/2008                           |  | J(1)                           | V   | 6   | A  | \$ 65.955 572 D                                       |
| \$5 Par Common Stock            | 07/24/2008                           |  | J(1)                           | V   | 6   | A  | \$ 69.92 578 D  |

|                            |            |                  |   |       |   |          |       |   |  |
|----------------------------|------------|------------------|---|-------|---|----------|-------|---|--|
| \$5 Par<br>Common<br>Stock | 10/24/2008 | J <sup>(1)</sup> | V | 6     | A | \$ 56.25 | 584   | D |  |
| \$5 Par<br>Common<br>Stock | 12/15/2008 | S                |   | 700   | D | \$ 47.02 | 2,952 | I | By RNC<br>Investments,<br>LLC <sup>(2)</sup> |
| \$5 Par<br>Common<br>Stock | 12/15/2008 | S                |   | 2,252 | D | \$ 47.01 | 700   | I | By RNC<br>Investments,<br>LLC <sup>(2)</sup> |
| \$5 Par<br>Common<br>Stock | 12/15/2008 | S                |   | 700   | D | \$ 46.99 | 0     | I | By RNC<br>Investments,<br>LLC <sup>(2)</sup> |
| \$5 Par<br>Common<br>Stock |            |                  |   |       |   |          | 3,653 | I | By CNB<br>Investments,<br>LLC <sup>(3)</sup> |

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene<br>Own<br>Follo<br>Repor<br>Trans<br>(Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|---|
|   |  |   |   |                                      |  | Date<br>Exercisable  | Expiration<br>Date  | Title   | Amount<br>or<br>Number<br>of<br>Shares                                      |
|   |  |   |   |                                      |  | Code   | V (A) (D)   |   |   |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| CLAY ROBERT N<br>CLAY HOLDING COMPANY THREE CHIMNEYS FARM<br>P.O. BOX 114 | X             |           |         |       |

MIDWAY, KY 40347

## Signatures

Lori A. Hasselman, Attorney-in-Fact for Robert  
N. Clay

12/17/2008

\_\_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) Dividend reinvestment shares acquired.
- (2) The reporting person first assumed investment control of the securities held by this LLC upon his father's death on 8/21/2002.

The reporting person first assumed investment control of the securities held by this LLC upon his father's death on 8/21/2002. The

- (3) reporting person disclaims ownership of these securities and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 of for any other purposes.

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.