

BERNDT RICHARD O

Form 4

January 04, 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 *
BERNDT RICHARD O

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)
12/31/2010

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

ONE PNC PLAZA, 249 FIFTH AVENUE

(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

PITTSBURGH, PA 15222-2707

(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	04/26/2010		J(1)	V	14	A	\$ 69.58 16,763 D
\$5 Par Common Stock	07/24/2010		J(1)	V	17	A	\$ 61.02 16,780 D
\$5 Par Common Stock	10/24/2010		J(1)	V	19	A	\$ 54 16,799 D
\$5 Par	12/14/2010		G	V	2,000	D	\$ 0 14,799 D

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Common
Stock

\$5 Par
Common Stock 12/31/2010 M 432 A (2) 15,231 D

\$5 Par
Common Stock 12/31/2010 D 432 D \$ 60.72 14,799 D

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. De	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock Unit	<u>(3)</u>	07/24/2010		J ⁽⁴⁾	V 12	<u>(5)</u>	<u>(5)</u>	\$5 Par Common Stock	12
Phantom Stock Unit	<u>(3)</u>	10/24/2010		J ⁽⁴⁾	V 13	<u>(5)</u>	<u>(5)</u>	\$5 Par Common Stock	13
Phantom Stock Unit	<u>(3)</u>	07/24/2010		J ⁽⁶⁾	V 2	<u>(5)</u>	<u>(5)</u>	\$5 Par Common Stock	2
Phantom Stock Unit	<u>(3)</u>	10/24/2010		J ⁽⁶⁾	V 1	<u>(5)</u>	<u>(5)</u>	\$5 Par Common Stock	1
Phantom Stock Unit	<u>(2)</u>	12/31/2010		M	432	12/31/2010	12/31/2010	\$5 Par Common Stock	432

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BERNDT RICHARD O ONE PNC PLAZA 249 FIFTH AVENUE PITTSBURGH, PA 15222-2707	X			

Signatures

Lori A. Hasselman, Attorney-in-Fact for Richard O. Berndt	01/04/2011
**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) Dividend reinvestment shares acquired.
- (2) Each share of phantom stock was the economic equivalent of one share of PNC common stock. The reporting person settled his shares of phantom stock for shares of PNC common stock.
- (3) One phantom stock unit is the economic equivalent of one share of The PNC Financial Services Group, Inc. ("PNC") Common Stock.
- (4) Phantom Stock Units received as dividend equivalents under the PNC Outside Directors Deferred Stock Unit Plan.
- (5) Phantom Stock Units will be settled in cash upon distribution from the reporting person's plan account and generally do not expire.
- (6) Phantom Stock Units received as dividend equivalents under the PNC Directors Deferred Compensation 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.