

WALLS GEORGE H JR  
Form 4  
January 06, 2009

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
WALLS GEORGE H JR

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)  
01/02/2009

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 or Disposed of (D) |        | 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)                                       | (D)    |   |  |   |
|                                 |                                      |  | Code                           | V   | Amount | Price   |  |   |
| \$5 Par Common Stock            | 01/24/2008                           |  | J(1)                           | V   | 2      | \$ 58.605   | 248  | D   |
| \$5 Par Common Stock            | 04/24/2008                           |  | J(1)                           | V   | 2      | \$ 65.955   | 250  | D   |
| \$5 Par Common Stock            | 07/24/2008                           |  | J(1)                           | V   | 2      | \$ 69.92  | 252  | D   |
| \$5 Par Common Stock            | 10/24/2008                           |  | J(1)                           | V   | 2      | \$ 56.25  | 254  | D   |

Common  
Stock

\$5 Par

Common 01/02/2009 A<sup>(2)</sup> 103 A \$ 0 357 D  
Stock

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

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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 of Derivative Security (Instr. 5) |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
|  |  |                                      |  |                                |   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares |
|  |  |                                      |  |                                |   | Code   | V   | (A)  | (D)                        |
| Phantom Stock Unit                         | <u>(3)</u>   | 10/24/2008                           |  | J <sup>(4)</sup>               | V 27  | <u>(5)</u>   | <u>(5)</u>  | \$5 Par Common Stock                       | 17 \$ 56.2                 |
| Phantom Stock Unit                         | <u>(3)</u>   | 01/02/2009                           |  | A <sup>(6)</sup>               | 364   | <u>(5)</u>   | <u>(5)</u>  | \$5 Par Common Stock                       | 364 \$ 49                  |
| Phantom Stock Unit                         | <u>(3)</u>   | 10/24/2008                           |  | J <sup>(7)</sup>               | V 50  | <u>(5)</u>   | <u>(5)</u>  | \$5 Par Common Stock                       | 50 \$ 56.2                 |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| WALLS GEORGE H JR<br>ONE PNC PLAZA<br>249 FIFTH AVENUE<br>PITTSBURGH, PA 15222-2707 | X             |           |         |       |

## Signatures

Lori A. Hasselman, Attorney-in-Fact for George H.  
Walls, Jr.

01/06/2009

\_\_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) Dividend reinvestment shares acquired.
- (2) Annual grant pursuant to PNC Directors Share Incentive Plan.
- (3) One phantom stock unit is the economic equivalent of one share of PNC Common Stock.
- (4) Phantom Stock Units received as dividend equivalents under the PNC Directors Deferred Compensation 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 under the PNC Directors Deferred Compensation Plan.
- (7) 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.

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