

PNC FINANCIAL SERVICES GROUP INC
 Form 4
 April 28, 2011

FORM 4

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

OMB APPROVAL

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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 *
KELSON RICHARD B

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)
 1025 FIFTH AVENUE, APT. 11A
 NORTH

3. Date of Earliest Transaction (Month/Day/Year)
 04/26/2011

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

(Street)
 NEW YORK, NY 10028

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) | Code | V | Amount | (D) | Price |

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 | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction of | 5. Number of Derivative | 6. Date Exercisable and Expiration Date | 7. Title and Amount of Underlying Securities | 8. Price of Derivative |
|------------------------|---------------|--------------------------------------|-------------------------------|-------------------|-------------------------|---|--|------------------------|
|------------------------|---------------|--------------------------------------|-------------------------------|-------------------|-------------------------|---|--|------------------------|

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| Security (Instr. 3) | or Exercise Price of Derivative Security | any (Month/Day/Year) | Code (Instr. 8) | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Month/Day/Year) | (Instr. 3 and 4) | Security (Instr. 3) | | | | |
|---------------------|--|----------------------|-----------------|---|------------------|------------------|---------------------|-----------------|----------------------|----------------------------|-------|
| | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Phantom Stock Unit | (1) | 07/24/2010 | J(2) | V | 21 | | (3) | (3) | \$5 Par Common Stock | 21 | \$ 60 |
| Phantom Stock Unit | (1) | 10/24/2010 | J(2) | V | 23 | | (3) | (3) | \$5 Par Common Stock | 23 | \$ 54 |
| Phantom Stock Unit | (1) | 01/24/2011 | J(2) | V | 20 | | (3) | (3) | \$5 Par Common Stock | 20 | \$ 61 |
| Phantom Stock Unit | (1) | 04/26/2011 | A(4) | | 1,935 | | (3) | (3) | \$5 Par Common Stock | 1,935 | \$ |
| Phantom Stock Unit | (1) | 07/24/2010 | J(5) | V | 7 | | (3) | (3) | \$5 Par Common Stock | 7 | \$ 60 |
| Phantom Stock Unit | (1) | 10/24/2010 | J(5) | V | 8 | | (3) | (3) | \$5 Par Common Stock | 8 | \$ 54 |
| Phantom Stock Unit | (1) | 01/24/2011 | J(5) | V | 7 | | (3) | (3) | \$5 Par Common Stock | 7 | \$ 60 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| KELSON RICHARD B 1025 FIFTH AVENUE APT. 11A NORTH NEW YORK, NY 10028 | X | | | |

Signatures

Lori A. Hasselman, Attorney-in-Fact for Richard B. Kelson 04/28/2011

__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) One phantom stock unit is the economic equivalent of one share of The PNC Financial Services Group, Inc. ("PNC") Common Stock.
- (2) Phantom Stock Units received as dividend equivalents under the PNC Outside Directors Deferred Stock Unit Plan.
- (3) Phantom Stock Units will be settled in cash upon distribution from the reporting person's plan account and generally do not expire.
- (4) Phantom Stock Units awarded by the Nominating and Governance Committee pursuant to the PNC Outside Directors Deferred Stock Unit Plan.
- (5) 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.

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