

CLAY ROBERT N
Form 4
April 29, 2010

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 *
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)
04/27/2010

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 Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	

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)

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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 Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock Unit	(1)	07/24/2009		J(2)	V 36	(3) (3)	\$5 Par Common Stock	36	\$ 36	
Phantom Stock Unit	(1)	10/26/2009		J(2)	V 25	(3) (3)	\$5 Par Common Stock	25	\$ 51	
Phantom Stock Unit	(1)	01/25/2010		J(2)	V 24	(3) (3)	\$5 Par Common Stock	24	\$ 54	
Phantom Stock Unit	(1)	04/26/2010		J(2)	V 19	(3) (3)	\$5 Par Common Stock	19	\$ 69	
Phantom Stock Unit	(1)	04/27/2010		A(4)	1,815	(3) (3)	\$5 Par Common Stock	1,815	\$ 66	
Phantom Stock Unit	(1)	07/24/2009		J(5)	V 35	(3) (3)	\$5 Par Common Stock	35	\$ 30	
Phantom Stock Unit	(1)	10/26/2009		J(5)	V 25	(3) (3)	\$5 Par Common Stock	25	\$ 51	
Phantom Stock Unit	(1)	01/25/2010		J(5)	V 24	(3) (3)	\$5 Par Common Stock	24	\$ 54	
Phantom Stock Unit	(1)	04/26/2010		J(5)	V 19	(3) (3)	\$5 Par Common Stock	19	\$ 69	

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

CLAY ROBERT N
CLAY HOLDING COMPANY THREE CHIMNEYS FARM
P.O. BOX 114
MIDWAY, KY 40347

X

Signatures

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

04/29/2010

__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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