

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

(Last) (First) (Middle)

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

(Street)

MIDWAY, KY 40347

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 PNC FINANCIAL SERVICES GROUP INC [PNC]

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

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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

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

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(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)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

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	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.

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