

PNC FINANCIAL SERVICES GROUP INC

Form 4

February 21, 2008

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
HANNON MICHAEL J

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)
ONE PNC PLAZA, 249 FIFTH
AVENUE

3. Date of Earliest Transaction
(Month/Day/Year)
02/19/2008

____ Director ____ 10% Owner
X Officer (give title ____ Other (specify
below) below)
Chief Credit Policy Officer

(Street)
PITTSBURGH, PA 15222-2707

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
\$5 Par Common Stock	02/19/2008		M ⁽¹⁾		13,081	A	\$ 54.04 53,853
\$5 Par Common Stock	02/19/2008		F ⁽¹⁾		11,134	D	\$ 63.485 42,719
\$5 Par Common Stock	02/19/2008		F ⁽¹⁾		596	D	\$ 63.485 42,123
\$5 Par	02/19/2008		M ⁽¹⁾		15,176	A	\$ 57.1 57,299

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Common
Stock

\$5 Par Common Stock	02/19/2008	F ⁽¹⁾	13,649	D	\$ 63.485	43,650	D
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\$5 Par Common Stock	02/19/2008	F ⁽¹⁾	468	D	\$ 63.485	43,182	D
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\$5 Par Common Stock						6,520	I	401(k) Plan
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\$5 Par Common Stock						136	I	UTMA by Spouse for Son/BR
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\$5 Par Common Stock						137	I	UTMA by Spouse for Son/CR
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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.

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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 Underlying (Instr. 3 and 4)
				Code V (A) (D)		Date Exercisable Expiration Date	Title
Employee Stock Option (Right-to-Buy) Reload	\$ 62.39	02/19/2008		A	11,730	02/19/2009 01/06/2014	\$5 Par Common Stock
Employee Stock Option (Right-to-Buy) Reload	\$ 62.39	02/19/2008		A	14,117	02/19/2009 01/03/2012	\$5 Par Common Stock

Employee Stock Option (Right-to-Buy)	\$ 57.1	02/19/2008	M	15,176	01/03/2003	01/03/2012	\$5 Par Common Stock
Employee Stock Option (Right-to-Buy)	\$ 54.04	02/19/2008	M	13,081	01/06/2005	01/06/2014	\$5 Par Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HANNON MICHAEL J ONE PNC PLAZA 249 FIFTH AVENUE PITTSBURGH, PA 15222-2707			Chief Credit Policy Officer	

Signatures

Lori A. Hasselman, Attorney-in-Fact for Michael J. Hannon

02/21/2008

__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).

The exercise of this option and the satisfaction of the resulting tax withholding obligation were effected by the Reporting Person through
(1) the delivery, via attestation, of already owned shares of common stock of the Issuer and did not involve an open market transaction in the Issuer's securities.

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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