LINDSAY BRUCE C

Form 4 April 28, 2005

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

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).

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 *

LINDSAY BRUCE C

(Last) (First) (Middle)

2117 ASSOCIATES, LLC, 1926 **ARCH STREET**

(Street)

PHILADELPHIA, PA 19103-1444

(State)

2. Issuer Name and Ticker or Trading

Symbol

PNC FINANCIAL SERVICES GROUP INC [PNC]

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

04/26/2005

4. If Amendment, Date Original

Filed(Month/Day/Year)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

6. Individual or Joint/Group Filing(Check

6. Ownership

Form: Direct

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

(I)

(Instr. 4)

(Check all applicable)

10% Owner

Other (specify

7. Nature of

Ownership

(Instr. 4)

Indirect

(D) or Indirect Beneficial

Issuer

below)

X_ Director

Applicable Line)

5. Amount of

Securities

Owned

Beneficially

Officer (give title

Estimated average

burden hours per

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if

(City)

(Instr. 3)

(Zip)

3. (Month/Day/Year)

4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8)

(Instr. 3, 4 and 5)

Following Reported (A)

Transaction(s) or (Instr. 3 and 4)

Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

2. 1. Title of Derivative Security Conversion 3. Transaction Date 3A. Deemed

5. Number (Month/Day/Year) Execution Date, if Transaction of Derivative Expiration Date

Date Exercisable and

7. Title and Amou Underlying Secur

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(Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr.	. 8)	Securities Acquired (A) or Disposed (D) (Instr. 3, and 5)	d d of	(Month/Day/Year)		(Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Am or Nur of Sha
Non-Employee Director Non-Statutory Stock Option	\$ 52.64	04/26/2005		A(1)		2,000		04/26/2006	04/26/2015	\$5 Par Common Stock	2,
Phantom Stock Unit	<u>(2)</u>	01/24/2005		J <u>(3)</u>	V	9		<u>(4)</u>	<u>(4)</u>	\$5 Par Common Stock	
Phantom Stock Unit	(2)	01/24/2005		J <u>(5)</u>	V	62		<u>(4)</u>	<u>(4)</u>	\$5 Par Common Stock	6
Phantom Stock Unit	(2)	04/26/2005		A(6)		1,000		<u>(4)</u>	<u>(4)</u>	\$5 Par Common Stock	1,0

Reporting Owners

Reporting Owner Name / Address	Relationships						
. 9	Director	10% Owner	Officer	Other			
LINDSAY BRUCE C 2117 ASSOCIATES, LLC 1926 ARCH STREET PHILADELPHIA, PA 19103-1444	X						

Signatures

Mark C. Joseph, Attorney in Fact for Bruce C.

Lindsay

**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) Non-statutory stock options will become fully vested on the first anniversary of the date of grant.
- (2) 1 for 1.
- (3) Phantom Stock Units received as dividend equivalents under the PNC Directors Deferred Compensation Plan.
- (4) Phantom Stock Units will be settled in cash upon distribution from the reporting person's plan account and generally do not expire.

Reporting Owners 2

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- (5) Phantom Stock Units received as dividend equivalents under the PNC Outside Directors Deferred Stock Unit Plan.
- (6) Phantom Stock Units awarded by the Nominating and Governance Committee pursuant to 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.