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PNC FINANCIAL SERVICES GROUP INC

Form 4

March 01, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

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OMB APPROVAL

response...

if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue.

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

See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * DEMCHAK WILLIAM S			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)		f Earliest T	ransaction		Director K Officer (give	10%	
ONE PNC PLAZA, 249 FIFTH AVENUE			(Month/Day/Year) 02/27/2006				below) below) Vice Chairman		
	(Street)		4. If Amo	endment, Da	ate Original	6. 1	Individual or Jo	oint/Group Fili	ng(Check
			Filed(Mo	nth/Day/Year	r)		plicable Line) _ Form filed by (One Reporting Pe	erson
PITTSBUI	RGH, PA 1522	22-2707				Per	Form filed by N	More than One Ro	eporting
(City)	(State)	(Zip)	Tab	le I - Non-I	Derivative Securities A	cquire	ed, Disposed of	f, or Beneficia	lly Owne
1.Title of	2. Transaction	Date 2A. Deer	med	3.	4. Securities Acquired	d 5.	. Amount of	6.	7. Natu
Security	(Month/Day/Y	ear) Execution	n Date, if	Transactio	on(A) or Disposed of (D) S	ecurities	Ownership	Indirect

(City)	(State)	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 n(A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	or (D)	Price	Transaction(s) (Instr. 3 and 4)		
\$5 Par Common Stock	02/27/2006		M(1)	12,808	A	\$ 43.81	275,878	D	
\$5 Par Common Stock	02/27/2006		F <u>(1)</u>	7,914	D	\$ 70.9	267,964	D	
\$5 Par Common Stock	02/27/2006		F(1)	2,086	D	\$ 70.9	265,878	D	
\$5 Par							485	I	401(k)

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Common Plan Stock

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 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. 5. Number of TransactionDerivative Code Securities Acquired (Instr. 8) (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	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title
Employee Stock Option (Right-to-Buy)	\$ 43.81	02/27/2006		M		12,808	01/03/2004	01/03/2013	\$5 Par Common Stock
Employee Stock Option (Right-to-Buy) Reload Option	\$ 70.9	02/27/2006		A	10,000		02/27/2007	01/03/2013	\$5 Par Common Stock

Reporting Owners

Reporting Owner Name / Address		Rela	tionships	
	D' (1007 0	O.C.C.	041

Director 10% Owner Officer Other

DEMCHAK WILLIAM S

ONE PNC PLAZA

249 FIFTH AVENUE

PITTSBURGH, PA 15222-2707

Signatures

Mark C. Joseph, Attorney in Fact for William S.

Demchak

03/01/2006

**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)

Reporting Owners 2

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The exercise of this option and the satisfaction of the resulting tax withholding obligation were effected by the Reporting Person through 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. 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.