

WHITFORD THOMAS K
Form 4
November 18, 2004

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 *
WHITFORD THOMAS K

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)
11/17/2004

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP and Chief Risk Officer

THE PNC FINANCIAL SERVICES GROUP, INC., ONE PNC PLAZA

(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

PITTSBURGH, PA 15222-2707

(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	11/17/2004		M ⁽¹⁾		12,921	A	\$ 50.4688	107,369	D	
\$5 Par Common Stock	11/17/2004		F ⁽¹⁾		11,798	D	\$ 55.27	95,571	D	
\$5 Par Common Stock	11/17/2004		F ⁽¹⁾		345	D	\$ 55.27	95,226	D	
\$5 Par	07/24/2004		J ⁽²⁾	V	73	A	\$ 49.695	7,505	I	401(k)Plan

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Common
Stock

\$5 Par

Common 10/24/2004
Stock

J(2) V 72 A \$ 51.76 7,577 I 401(k)Plan

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. 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
Phantom Stock Unit	<u>(3)</u>	07/24/2004		<u>J</u> (4)	V 79	<u>(5)</u> <u>(5)</u>	\$5 Par Common Stock
Phantom Stock Unit	<u>(3)</u>	10/24/2004		<u>J</u> (4)	V 77	<u>(5)</u> <u>(5)</u>	\$5 Par Common Stock
Phantom Stock Unit	<u>(3)</u>	06/30/2004		<u>J</u> (6)	V 77	<u>(5)</u> <u>(5)</u>	\$5 Par Common Stock
Phantom Stock Unit	<u>(3)</u>	07/24/2004		<u>J</u> (8)	V 106	<u>(5)</u> <u>(5)</u>	\$5 Par Common Stock
Phantom Stock Unit	<u>(3)</u>	09/30/2004		<u>J</u> (6)	V 79	<u>(5)</u> <u>(5)</u>	\$5 Par Common Stock
Phantom Stock Unit	<u>(3)</u>	10/24/2004		<u>J</u> (8)	V 85	<u>(5)</u> <u>(5)</u>	\$5 Par Common Stock
Employee Stock Option (Right-to-Buy)	\$ 50.4688	11/17/2004		M	12,921	02/17/2000 02/17/2009	\$5 Par Common Stock
	\$ 55.27	11/17/2004		A	12,143	11/17/2005 02/17/2009	

Employee
 Stock Option
 (Right-to-Buy)
 Reload Option

\$5 Par
 Common
 Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WHITFORD THOMAS K THE PNC FINANCIAL SERVICES GROUP, INC. ONE PNC PLAZA PITTSBURGH, PA 15222-2707			EVP and Chief Risk Officer	

Signatures

Mark C. Joseph, Attorney-In-Fact for Thomas K.
 Whitford

11/18/2004

__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.
 - (2) Dividend Reinvestment Shares acquired.
 - (3) 1 for 1.
 - (4) Phantom Stock Units received as dividend equivalents under the PNC Deferred Compensation Plan.
 - (5) Phantom Stock Units will be settled in cash upon distribution from the reporting person's plan account and generally do not expire.
 - (6) The reported phantom stock units were acquired pursuant to the PNC Supplemental Incentive Savings Plan.
 - (7) Shares acquired pursuant to the PNC Supplemental Incentive Savings Plan at various prices from \$52.54 to \$54.89.
 - (8) Phantom Stock Units received as dividend equivalents under the PNC Supplemental Incentive Savings Plan.
 - (9) Shares acquired pursuant to the PNC Supplemental Incentive Savings Plan at various prices from \$50.75 to \$53.75.

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.