

PNC FINANCIAL SERVICES GROUP INC  
 Form 4  
 February 08, 2007

**FORM 4**

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

OMB APPROVAL

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**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)  
**ONE PNC PLAZA, 249 FIFTH AVENUE**

3. Date of Earliest Transaction (Month/Day/Year)  
**02/06/2007**

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
**EVP and Chief Risk Officer**

(Street)  
**PITTSBURGH, PA 15222-2707**

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

(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)
				(A) or (D)	Price		
				Code	V	Amount	
\$5 Par Common Stock	02/06/2007		M	20,583	A	\$ 53.5	137,684 D
\$5 Par Common Stock	02/06/2007		M	20,584	A	\$ 54.04	158,268 D
\$5 Par Common Stock	02/06/2007		S <sup>(1)</sup>	16,200	D	\$ 74.32	142,068 D
\$5 Par Common Stock	02/06/2007		S <sup>(1)</sup>	3,100	D	\$	138,968 D

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Common Stock						74.35			
\$5 Par Common Stock	02/06/2007	<u>S<sup>(1)</sup></u>	2,000	D	\$ 74.36	136,968	D		
\$5 Par Common Stock	02/06/2007	<u>S<sup>(1)</sup></u>	2,800	D	\$ 74.37	134,168	D		
\$5 Par Common Stock	02/06/2007	<u>S<sup>(1)</sup></u>	2,000	D	\$ 74.38	132,168	D		
\$5 Par Common Stock	02/06/2007	<u>S<sup>(1)</sup></u>	700	D	\$ 74.39	131,468	D		
\$5 Par Common Stock	02/06/2007	<u>S<sup>(1)</sup></u>	2,600	D	\$ 74.4	128,868	D		
\$5 Par Common Stock	02/06/2007	<u>S<sup>(1)</sup></u>	2,100	D	\$ 74.41	126,768	D		
\$5 Par Common Stock	02/06/2007	<u>S<sup>(1)</sup></u>	2,200	D	\$ 74.43	124,568	D		
\$5 Par Common Stock	02/06/2007	<u>S<sup>(1)</sup></u>	2,900	D	\$ 74.44	121,668	D		
\$5 Par Common Stock	02/06/2007	<u>S<sup>(1)</sup></u>	4,200	D	\$ 74.49	117,468	D		
\$5 Par Common Stock	02/06/2007	<u>S<sup>(1)</sup></u>	100	D	\$ 74.5	117,368	D		
\$5 Par Common Stock	02/06/2007	<u>S<sup>(1)</sup></u>	200	D	\$ 74.52	117,168	D		
\$5 Par Common Stock	02/06/2007	<u>S<sup>(1)</sup></u>	67	D	\$ 74.53	117,101	D		
\$5 Par Common Stock						8,548	I		401(k) Plan

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 Security (Instr. 3 and 4)
Employee Stock Option (Right-to-Buy)	\$ 53.5	02/06/2007		M	20,583	01/25/2006 01/25/2015	\$5 Par Common Stock
Employee Stock Option (Right-to-Buy)	\$ 54.04	02/06/2007		M	20,584	01/06/2005 01/06/2014	\$5 Par Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WHITFORD THOMAS K ONE PNC PLAZA 249 FIFTH AVENUE PITTSBURGH, PA 15222-2707			EVP and Chief Risk Officer	

## Signatures

Lori A. Hasselman, Attorney-in-Fact for Thomas K. Whitford  
 Signature: \_\_\_\_\_ Date: 02/08/2007

\*\*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) Sale pursuant to cashless exercise of employee stock options.

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