

PUDLIN HELEN P
Form 4
February 22, 2006

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 *
PUDLIN HELEN P

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)
02/17/2006

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP and General Counsel

ONE PNC PLAZA, 249 FIFTH AVENUE

(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 ⁽¹⁾	02/17/2006		M		12,666	A	\$ 53.5
					119,749		D
\$5 Par Common Stock	02/17/2006		M		11,073	A	\$ 53.51
					130,822		D
\$5 Par Common Stock	02/17/2006		M		8,577	A	\$ 53.51
					139,399		D
\$5 Par	02/17/2006		M		297	A	\$ 139,696
							D

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Common Stock						56.78	
\$5 Par Common Stock	02/17/2006	M	11,558	A	\$ 55.22	151,254	D
\$5 Par Common Stock	02/17/2006	<u>S(2)</u>	4,600	D	\$ 68.71	146,654	D
\$5 Par Common Stock	02/17/2006	<u>S(2)</u>	300	D	\$ 68.73	146,354	D
\$5 Par Common Stock	02/17/2006	<u>S(2)</u>	500	D	\$ 68.77	145,854	D
\$5 Par Common Stock	02/17/2006	<u>S(2)</u>	900	D	\$ 68.78	144,954	D
\$5 Par Common Stock	02/17/2006	<u>S(2)</u>	2,900	D	\$ 68.8	142,054	D
\$5 Par Common Stock	02/17/2006	<u>S(2)</u>	1,400	D	\$ 68.81	140,654	D
\$5 Par Common Stock	02/17/2006	<u>S(2)</u>	100	D	\$ 68.82	140,554	D
\$5 Par Common Stock	02/17/2006	<u>S(2)</u>	100	D	\$ 68.83	140,454	D
\$5 Par Common Stock	02/17/2006	<u>S(2)</u>	800	D	\$ 68.84	139,654	D
\$5 Par Common Stock	02/17/2006	<u>S(2)</u>	200	D	\$ 68.85	139,454	D
\$5 Par Common Stock	02/17/2006	<u>S(2)</u>	300	D	\$ 68.87	139,154	D
\$5 Par Common Stock	02/17/2006	<u>S(2)</u>	700	D	\$ 68.89	138,454	D
\$5 Par Common Stock	02/17/2006	<u>S(2)</u>	100	D	\$ 68.9	138,354	D

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\$5 Par Common Stock	02/17/2006	S ⁽²⁾	6,200	D	\$ 68.93	132,154	D
\$5 Par Common Stock	02/17/2006	S ⁽²⁾	1,000	D	\$ 68.94	131,154	D
\$5 Par Common Stock	02/17/2006	S ⁽²⁾	2,600	D	\$ 68.95	128,554	D
\$5 Par Common Stock	02/17/2006	S ⁽²⁾	2,900	D	\$ 68.97	125,654	D
\$5 Par Common Stock	02/17/2006	S ⁽²⁾	1,200	D	\$ 68.98	124,454	D
\$5 Par Common Stock	02/17/2006	S ⁽²⁾	700	D	\$ 68.99	123,754	D
\$5 Par Common Stock	02/17/2006	S ⁽²⁾	8,200	D	\$ 69	115,554	D
\$5 Par Common Stock	02/17/2006	S ⁽²⁾	200	D	\$ 69.01	115,354	D

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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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 Underlying Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Nu of
Employee Stock Option	\$ 53.5	02/17/2006		M	12,666	01/25/2006	01/25/2015	\$5 Par Common	12

(Right-to-Buy) Employee Stock Option (Right-to-Buy) Reload Option	\$ 53.51	02/17/2006	M	11,073	08/26/2005	01/03/2013	Common Stock	11
(Right-to-Buy) Employee Stock Option (Right-to-Buy) Reload Option	\$ 53.51	02/17/2006	M	8,577	08/26/2005	02/16/2010	Common Stock	8
(Right-to-Buy) Employee Stock Option (Right-to-Buy) Reload Option	\$ 56.78	02/17/2006	M	297	08/04/2001	02/19/2007	Common Stock	2
(Right-to-Buy) Employee Stock Option (Right-to-Buy) Reload Option	\$ 55.22	02/17/2006	M	11,558	07/26/2000	02/19/2007	Common Stock	11

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PUDLIN HELEN P ONE PNC PLAZA 249 FIFTH AVENUE PITTSBURGH, PA 15222-2707			SVP and General Counsel	

Signatures

Mark C. Joseph, Attorney in Fact for Helen P.
Pudlin

02/22/2006

__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) Because the number of reportable transactions exceeds the Form 4 limit, additional transactions are reported on a second Form 4 on the same date.
- (2) Sale pursuant to cashless exercise of employee stock options.

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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