

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

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

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.

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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