PNC FINANCIAL SERVICES GROUP INC
Form 10-K/A
May 15, 2003

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

FORM 10-K/A
AMENDMENT NO. 1

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934

FOR THE FISCAL YEAR ENDED DECEMBER 31, 2002
COMMISSION FILE NUMBER 1-9718

THE PNC FINANCIAL SERVICES GROUP, INC.
(Exact name of registrant as specified in its charter)

PENNSYLVANIA	25-1435979
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

ONE PNC PLAZA
249 FIFTH AVENUE
PITTSBURGH, PENNSYLVANIA 15222-2707
(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES, INCLUDING ZIP CODE)

Registrant's telephone number, including area code - (412) 762-2000

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	Name of Eac on Which R
COMMON STOCK, PAR VALUE $5.00	New York Sto
$1.60 CUMULATIVE CONVERTIBLE PREFERRED STOCK-SERIES C, PAR VALUE $1.00	New York Sto
$1.80 CUMULATIVE CONVERTIBLE PREFERRED STOCK-SERIES D, PAR VALUE $1.00	New York Sto
SERIES G JUNIOR PARTICIPATING PREFERRED SHARE PURCHASE RIGHTS	New York Sto

Securities registered pursuant to Section 12(g) of the Act:
$1.80 CUMULATIVE CONVERTIBLE PREFERRED STOCK - SERIES A, PAR VALUE $1.00
$1.80 CUMULATIVE CONVERTIBLE PREFERRED STOCK - SERIES B, PAR VALUE $1.00
8.25% CONVERTIBLE SUBORDINATED DEBENTURES DUE 2008

By filing this Amendment No. 1 on Form 10-K/A, the registrant hereby amends Part IV, Item 15(c) -- Exhibits of the Annual Report on Form 10-K for the year ended

December 31, 2002 filed by the registrant on March 13, 2003, for the purpose of replacing the consent filed as Exhibit 23.1 to said annual report.

By this Amendment No. 1, the registrant replaces said Part IV, Item 15(c) with the following:

EXHIBITS The following exhibit index lists the exhibits filed with the Corporation's annual report on Form 10-K.

EXHIBIT INDEX

Exhibit No.	Description	Method o
3.1	Articles of Incorporation of the Corporation, as amended and restated as of April 24, 2001.	Incorporated herein by re 3.1 of the Corporation' Form 10-Q for the quart 2001.
3.2	By-Laws of the Corporation, as amended and restated.	Incorporated herein by re 3.2 of the Corporation Form 10-K for the year 2002 as filed on March 10-K").
4.1	There are no instruments with respect to long-term debt of the Corporation and its subsidiaries that involve securities authorized under the instrument in an amount exceeding 10 percent of the total assets of the Corporation and its subsidiaries on a consolidated basis. The Corporation agrees to provide the SEC with a copy of instruments defining the rights of holders of long-term debt of the Corporation and its subsidiaries on request.	
4.2	Terms of $1.80 Cumulative Convertible Preferred Stock, Series A.	Incorporated herein by re 3.1 of the Corporation' Form 10-Q for the quart 2001.
4.3	Terms of $1.80 Cumulative Convertible Preferred Stock, Series B.	Incorporated herein by re 3.1 of the Corporation' Form 10-Q for the quart 2001.
4.4	Terms of $1.60 Cumulative Convertible Preferred Stock, Series C.	Incorporated herein by re 3.1 of the Corporation' Form 10-Q for the quart 2001.
4.5	Terms of $1.80 Cumulative Convertible Preferred Stock, Series D.	Incorporated herein by re 3.1 of the Corporation' Form 10-Q for the quart 2001.
4.6	Terms of Series G Junior Participating Preferred Stock.	Incorporated herein by re 3.1 of the Corporation' Form 10-Q for the quart 2001.

4.7	Rights Agreement between the Corporation and The Chase Manhattan Bank dated May 15, 2000.	Incorporated herein by re to the Corporation's Re filed May 23, 2000.
4.8	First Amendment to Rights Agreement between the Corporation, The Chase Manhattan Bank, and Computershare Investor Services, LLC dated January 1, 2003.	Incorporated herein by re 4.8 of the 2002 Form 10
10.1	The Corporation's Supplemental Executive Retirement Plan, as amended.	Incorporated herein by re 10.1 of the Corporation Form 10-Q for the quart
10.2	The Corporation's ERISA Excess Pension Plan, as amended as of January 1, 1999.	Incorporated herein by re 10.2 of the Corporation Form 10-K for the year ("1999 Form 10-K").*
10.3	The Corporation's Key Executive Equity Program, as amended.	Incorporated herein by re 10.3 of the Corporation Form 10-Q for the quart
10.4	The Corporation's Supplemental Incentive Savings Plan, as amended as of January 1, 1999.	Incorporated herein by re 10.4 of the Corporation
10.5	The Corporation's 1997 Long-Term Incentive Award Plan, as amended.	Incorporated herein by re 10.5 of the 2002 Form 1
10.6	The Corporation's 1996 Executive Incentive Award Plan, as amended.	Incorporated herein by re 10.6 of the Corporation Form 10-Q for the quart
10.7	PNC Bank Corp. and Affiliates Deferred Compensation Plan, as amended and restated.	Incorporated herein by re 10.7 of the Corporation Form 10-Q for the quart
10.8	Form of Change in Control Severance Agreement.	Incorporated herein by re 10.17 of the Corporatio Form 10-K for the year 1996 ("1996 Form 10-K")
10.9	Forms of Amendment to Change in Control Severance Agreements.	Incorporated herein by r 10.9 of the Corporation Form 10-K for the year
10.10	Forms of Second Amendment to Change in Control Severance Agreements.	Incorporated herein by re 10.15 of the Corporatio on Form 10-Q for the qu 30, 2001.*
10.11	1992 Director Share Incentive Plan.	Incorporated herein by re 10.13 of the Corporatio

10.12	The Corporation's Directors Deferred Compensation Plan.	Incorporated by reference the Corporation's Quart 10-Q for the quarter en 1996.*
10.13	The Corporation's Outside Directors Deferred Stock Unit Plan.	Incorporated herein by re 10.15 of the Corporatio
10.14	Trust Agreement between PNC Investment Corp., as settlor, and Hershey Trust Company, as trustee.	Incorporated herein by re 10.14 of the 2002 Form
10.15	Employment Agreement between the Corporation and Joseph J. Whiteside.	Incorporated herein by re 10.15 of the 2002 Form
10.16	The Corporation's Incentive Savings Plan, as amended as of January 1, 2001.	Incorporated herein by re 10.16 of the 2002 Form
10.17	First Amendment to the Corporation's Incentive Savings Plan.	Incorporated herein by re 10.17 of the 2002 Form
10.18	Second Amendment to the Corporation's Incentive Savings Plan.	Incorporated herein by re 10.18 of the 2002 Form
10.19	The Corporation's Employee Stock Purchase Plan, as amended.	Incorporated herein by re of the Corporation's Qu 10-Q for the quarter en
10.20	BlackRock, Inc. 2002 Long Term Retention and Incentive Plan.	Incorporated by reference Quarterly Report on For File No. 001-15305) for September 30, 2002 ("Bl 2002 Form 10-Q").
10.21	Share Surrender Agreement, dated October 10, 2002, among BlackRock, Inc., PNC Asset Management, Inc., and The PNC Financial Services Group, Inc.	Incorporated by reference Third Quarter 2002 Form
10.22	Initial Public Offering Agreement, dated September 30, 1999, among BlackRock, Inc., The PNC Financial Services Group, Inc., formerly PNC Bank Corp., and PNC Asset Management, Inc.	Incorporated by reference Registration Statement (Registration No. 333-7 originally filed with t
10.23	Amendment No. 1 to the Initial Public Offering Agreement, dated October 10, 2002, among The PNC Financial Services Group, Inc., PNC Asset Management, Inc. and BlackRock, Inc.	Incorporated by reference Third Quarter 2002 Form
10.24	Amended and Restated Stockholders Agreement, dated September 30, 1999, by and among BlackRock, Inc., PNC Asset Management, Inc. and certain employees of BlackRock, Inc. and its affiliates.	Incorporated by reference Registration Statement (Registration No. 333-7 originally filed with t
10.25	Amendment No. 1 to the Amended and Restated Stockholders Agreement, dated October 10, 2002, by and among BlackRock, Inc., PNC Asset Management, Inc. and certain employees of BlackRock, Inc. and its	Incorporated by reference Third Quarter 2002 Form

affiliates.

12.1	Computation of Ratio of Earnings to Fixed Charges.	Incorporated herein by re 12.1 of the 2002 Form 1
12.2	Computation of Ratio of Earnings to Fixed Charges and Preferred Dividends.	Incorporated herein by re 12.2 of the 2002 Form 1
13	Excerpts from the Corporation's Annual Report to Shareholders for the year ended December 31, 2002. Such Annual Report, except for the portions thereof that are expressly incorporated by reference herein, is furnished for information of the SEC only and is not deemed to be "filed" as part of this Form 10-K.	Incorporated herein by re of the 2002 Form 10-K.
21	Schedule of Certain Subsidiaries of the Corporation.	Incorporated herein by re of the 2002 Form 10-K.
23.1	Consent of Deloitte & Touche LLP, independent auditors for the Corporation.	Filed herewith.
23.2	Consent of Ernst & Young LLP, former independent auditors for the Corporation.	Incorporated herein by re 23.2 of the 2002 Form 1
24	Powers of Attorney.	Incorporated herein by re of the 2002 Form 10-K.
99.1	Agreement between The PNC Financial Services Group, Inc. and Federal Reserve Bank of Cleveland.	Incorporated herein by re 99.1 of the Corporation Form 8-K dated July 18,
99.2	Form of Agreement between PNC Bank, National Association and Office of the Comptroller of the Currency.	Incorporated herein by re 99.2 of the Corporation Form 8-K dated July 18,
99.3	Form of Order of the Securities and Exchange Commission Instituting Public Administrative Proceedings Pursuant to Section 8A of the Securities Act of 1933 and 21C of the Securities Exchange Act of 1934, Making Findings and Imposing Cease-and-Desist Order.	Incorporated herein by re 99.3 of the Corporation Form 8-K dated July 18,

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+ Incorporated document references to filings by the Corporation are to SEC File No. 1-9718.

* Denotes management contract or compensatory plan.

Copies of these Exhibits may be obtained electronically at the SEC's home page at www.sec.gov or from the public reference section of the SEC, at prescribed

rates, at 450 Fifth Street NW, Washington, D.C. 20544. Copies may also be obtained by any shareholder, without charge, upon written request addressed to Computershare Investor Services, Post Office Box 3504, Chicago, Illinois 60690-3504, by calling (800) 982-7652 or via e-mail at web.queries@computershare.com.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this Amendment No. 1 on Form 10-K/A to the registrant's Annual Report on Form 10-K for the year ended December 31, 2002 to be signed on its behalf by the undersigned, thereunto duly authorized.

THE PNC FINANCIAL SERVICES GROUP, INC.
(Registrant)

By: /s/ William S. Demchak

William S. Demchak
Vice Chairman and
Chief Financial Officer
May 15, 2003

CERTIFICATION OF CHIEF EXECUTIVE OFFICER

I, James E. Rohr, certify that:

1. I have reviewed this Amendment No. 1 on Form 10-K/A of The PNC Financial Services Group, Inc.; and

2. Based on my knowledge, this amendment does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this amendment.

Date: May 15, 2003

/s/ James E. Rohr

James E. Rohr
Chairman and Chief Executive Officer

CERTIFICATION OF CHIEF FINANCIAL OFFICER

I, William S. Demchak, certify that:

1. I have reviewed this Amendment No. 1 on Form 10-K/A of The PNC Financial Services Group, Inc.; and

2. Based on my knowledge, this amendment does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this amendment.

Date: May 15, 2003

/s/ William S. Demchak

William S. Demchak
Vice Chairman and Chief Financial Officer