

PUDLIN HELEN P
Form 4
February 21, 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)

ONE PNC PLAZA, 249 FIFTH AVENUE

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/16/2006

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

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 or (D) Price			
\$5 Par Common Stock	02/16/2006		M ⁽¹⁾	12,667 A \$ 43.81	111,773	D	
\$5 Par Common Stock	02/16/2006		F ⁽¹⁾	7,966 D \$ 69.66	103,807	D	
\$5 Par Common Stock	02/16/2006		F ⁽¹⁾	1,910 D \$ 69.66	101,897	D	
\$5 Par Common Stock	02/16/2006		M ⁽¹⁾	11,084 A \$	112,981	D	

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Common Stock						50,469			
\$5 Par Common Stock	02/16/2006		<u>F(1)</u>	8,030	D	\$ 69.66	104,951	D	
\$5 Par Common Stock	02/16/2006		<u>F(1)</u>	1,241	D	\$ 69.66	103,710	D	
\$5 Par Common Stock	02/16/2006		<u>M(1)</u>	25,333	A	\$ 54.04	129,043	D	
\$5 Par Common Stock	02/16/2006		<u>F(1)</u>	19,652	D	\$ 69.66	109,391	D	
\$5 Par Common Stock	02/16/2006		<u>F(1)</u>	2,308	D	\$ 69.66	107,083	D	
\$5 Par Common Stock							10	I	UTMA by self for son ⁽²⁾
\$5 Par Common Stock							6	I	UTMA by spouse for daughter ⁽³⁾

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 Underlying (Instr. 3 and 4)
				Code V (A) (D)		Date Exercisable Expiration Date	Title
Employee Stock Option (Right-to-Buy)	\$ 43.81	02/16/2006		M	12,667	01/03/2004 01/03/2013	\$5 Par Common Stock

Employee Stock Option (Right-to-Buy)	\$ 54.04	02/16/2006	M	25,333	01/06/2005	01/06/2014	\$5 Par Common Stock
Employee Stock Option (Right-to-Buy)	\$ 50.469	02/16/2006	M	11,084	02/17/1999	02/17/2009	\$5 Par Common Stock
Employee Stock Option (Right-to-Buy) Reload Option	\$ 69.66	02/16/2006	A	9,876	02/16/2007	01/03/2013	\$5 Par Common Stock
Employee Stock Option (Right-to-Buy) Reload Option	\$ 69.66	02/16/2006	A	9,271	02/16/2007	02/17/2009	\$5 Par Common Stock
Employee Stock Option (Right-to-Buy) Reload Option	\$ 69.66	02/16/2006	A	21,960	02/16/2007	01/06/2014	\$5 Par Common Stock

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

02/21/2006

**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) The exercise of this option and the satisfaction of the resulting tax withholding obligation were effected by the Reporting Person through 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) These shares are maintained in a brokerage account registered in the name of the reporting person as Custodian under the Pennsylvania Uniform Transfers to Minors Act. The reporting person disclaims ownership of these securities and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

(3) These shares are maintained in a brokerage account registered in the name of the reporting person's spouse as Custodian under the Pennsylvania Uniform Transfers to Minors Act. The reporting person disclaims ownership of these securities and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

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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