

WHITFORD THOMAS K
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 *
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)

3. Date of Earliest Transaction (Month/Day/Year)
02/17/2006

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP and Chief Risk Officer

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 Ownership (Instr. 4)	
				(A) or (D)	Price			
				Code	V	Amount		
\$5 Par Common Stock	02/17/2006		M	2,972	A	\$ 60.09	191,673	D
\$5 Par Common Stock	02/17/2006		M	3,049	A	\$ 56.53	194,722	D
\$5 Par Common Stock	02/17/2006		M	2,815	A	\$ 49.56	197,537	D
\$5 Par Common Stock	02/17/2006		M	2,171	A	\$	199,708	D

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Common Stock						54.28			
\$5 Par Common Stock	02/17/2006	<u>S⁽¹⁾</u>	2,400	D	\$ 69.12	197,308	D		
\$5 Par Common Stock	02/17/2006	<u>S⁽¹⁾</u>	1,300	D	\$ 69.13	196,008	D		
\$5 Par Common Stock	02/17/2006	<u>S⁽¹⁾</u>	2,700	D	\$ 69.16	193,308	D		
\$5 Par Common Stock	02/17/2006	<u>S⁽¹⁾</u>	3,607	D	\$ 69.25	189,701	D		
\$5 Par Common Stock	02/17/2006	<u>S⁽¹⁾</u>	1,000	D	\$ 69.29	188,701	D		
\$5 Par Common Stock	02/17/2006	S	1,100	D	\$ 69.14	187,601	D		
\$5 Par Common Stock	02/17/2006	S	2,100	D	\$ 69.15	185,501	D		
\$5 Par Common Stock	02/17/2006	S	3,000	D	\$ 69.17	182,501	D		
\$5 Par Common Stock	02/17/2006	S	1,700	D	\$ 69.18	180,801	D		
\$5 Par Common Stock	02/17/2006	S	2,300	D	\$ 69.19	178,501	D		
\$5 Par Common Stock	02/17/2006	S	3,900	D	\$ 69.2	174,601	D		
\$5 Par Common Stock	02/17/2006	S	900	D	\$ 69.21	173,701	D		
\$5 Par Common Stock	02/19/2006	<u>F⁽²⁾</u>	1,295	D	\$ 69.53	172,406	D		
\$5 Par Common Stock						8,156	I		401(k) Plan

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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)	8. Amount or Number of Shares
Employee Stock Option (Right-to-Buy) Reload Option	\$ 60.09	02/17/2006		M	2,972	11/17/2000 02/19/2007	\$5 Par Common Stock	2,972
Employee Stock Option (Right-to-Buy) Reload Option	\$ 56.53	02/17/2006		M	3,049	05/17/2000 02/19/2007	\$5 Par Common Stock	3,049
Employee Stock Option (Right-to-Buy) Reload Option	\$ 49.56	02/17/2006		M	2,815	11/12/1999 02/19/2007	\$5 Par Common Stock	2,815
Employee Stock Option (Right-to-Buy) Reload Option	\$ 54.28	02/17/2006		M	2,171	02/23/1999 02/19/2007	\$5 Par Common Stock	2,171

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

Mark C. Joseph, Attorney in Fact for Thomas K.
Whitford

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) Sale pursuant to cashless exercise of employee stock options.

(2) Shares withheld to satisfy tax liability resulting from the vesting of restricted stock previously granted.

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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