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PNC FINANCIAL SERVICES GROUP INC

Form 4

February 05, 2007

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

if no longer subject to Section 16. Form 4 or Form 5

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * PUDLIN HELEN P

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(Middle)

PNC FINANCIAL SERVICES **GROUP INC [PNC]**

(Check all applicable)

SVP and General Counsel

10% Owner

OMB

Number:

Expires:

response...

Estimated average

burden hours per

OMB APPROVAL

3235-0287

January 31,

2005

0.5

(Last) (First) 3. Date of Earliest Transaction

02/01/2007

(Month/Day/Year)

Director _X__ Officer (give title Other (specify below)

ONE PNC PLAZA, 249 FIFTH

(Street)

AVENUE

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

PITTSBURGH, PA 15222-270'	ITTSBURGE	L PA 153	222-2707
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(City)	(State)	(Zip) Tab	le I - Non-l	Derivative	Secur	ities Acqui	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securit or Dispos (Instr. 3, 4	ed of (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)
\$5 Par Common Stock	02/01/2007		Code V M	Amount 13,224	(D)	Price \$ 66.415	119,336	D	
\$5 Par Common Stock	02/01/2007		S <u>(1)</u>	700	D	\$ 73.44	118,636	D	
\$5 Par Common Stock	02/01/2007		S(1)	1,200	D	\$ 73.45	117,436	D	
\$5 Par	02/01/2007		S(1)	3,300	D	\$ 73.46	114,136	D	

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Common Stock								
\$5 Par Common Stock	02/01/2007	S <u>(1)</u>	500	D	\$ 73.47	113,636	D	
\$5 Par Common Stock	02/01/2007	S <u>(1)</u>	200	D	\$ 73.48	113,436	D	
\$5 Par Common Stock	02/01/2007	S <u>(1)</u>	3,100	D	\$ 73.49	110,336	D	
\$5 Par Common Stock	02/01/2007	S <u>(1)</u>	2,600	D	\$ 73.5	107,736	D	
\$5 Par Common Stock	02/01/2007	S(1)	700	D	\$ 73.52	107,036	D	
\$5 Par Common Stock	02/01/2007	S(1)	824	D	\$ 73.53	106,212	D	
\$5 Par Common Stock	02/01/2007	S(1)	100	D	\$ 73.54	106,112	D	
\$5 Par Common Stock						6	I	UTMA by spouse for daughter (2)

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.

SEC 1474

(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. Transactio Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exerc Expiration Da (Month/Day/	ate	7. Title ar Underlyir (Instr. 3 a	ng Secu
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	An or

Employee \$5 Par Stock Option (Right-to-Buy) \$66.415 02/01/2007 M 13,224 08/31/2002 02/19/2008 Common 13 Stock

of

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

Reload Option

Lori A. Hasselman, Attorney-in-Fact for Helen P.
Pudlin
02/05/2007

**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.

These shares are maintained in a brokerage account registered in the name of the reporting person's spouse as Custodian under the

(2) 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Reporting Owners 3