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LINDSAY BRUCE C

Form 4

April 24, 2003

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 WASHINGTON, D.C. 20549
 FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

() Check this box if no longer subject to Section 16.

Form 4 or Form 5 obligations may continue. See Instructions 1(b).

1. Name and Address of Reporting Person

Bruce C. Lindsay
 Brind-Lindsay & Co., Inc.

1520 Locust Street
 Suite 1100

PA, Philadelphia 19102

2. Issuer Name and Ticker or Trading Symbol

The PNC Financial Services Group, Inc. (PNC)

3. IRS or Social Security Number of Reporting Person (Voluntary)

4. Statement for Month/Day/Year

4/22/2003

5. If Amendment, Date of Original (Month/Day/Year)

6. Relationship of Reporting Person(s) to Issuer (Check all applicable)

(X) Director () 10% Owner () Officer (give title below) () Other
 (specify below)

7. Individual or Joint/Group Filing (Check Applicable Line)

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

Table I -- Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security | 2. Trans- action Date | 2A. Exec- ution Date | 3. Trans- action Code | 4. Securities Acquired (A) or Disposed of (D) Amount | A/ D | Price | 5. Amount of Securities Beneficially Owned Following Reported Trans(s) |
|----------------------|-----------------------------|----------------------------|-----------------------------|--|---------|-------|--|
|----------------------|-----------------------------|----------------------------|-----------------------------|--|---------|-------|--|

| | | | | | | | |
|----------------------|---------------|--|--------|------------|---|--|---------|
| \$5 Par Common Stock | 1/24/ 2003 | | J 1 | V 49.00 | A | | 6805.00 |
|----------------------|---------------|--|--------|------------|---|--|---------|

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Derivative Security | 2. Con- version Price of Deriva- tive Secu- rity | 3. Trans- action (Month/ Day/ Year) | 3A. Deemed Execu- tion (Month/ Day/ Year) | 4. Trans- action Code | 5. Number of De rivative Secu rities Acqui red(A) or Dis posed of(D) Amount | 6. Date Exer cisable and Expiration Date(Month/ Day/Year) Date Expir ation Date | 7. Title and Amount of Underlying Securities Title and Number of Shares | 8. P of vat Sec rit |
|---------------------------------------|--|---|--|-----------------------------|--|--|---|---------------------------------|
|---------------------------------------|--|---|--|-----------------------------|--|--|---|---------------------------------|

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|--|--------|-----------|---|---|---------|---|-----------|-----------|--|---------------|---------|--|
| Phantom Stock Unit (1-for-1) | | 1/24/2003 | J | V | 6.00 | A | | | | \$5 Par Commo | 6.00 | |
| | | | | | | | | | | n Stock | | |
| ----- | | | | | | | | | | | | |
| Phantom Stock Unit (1-for-1) | | 1/24/2003 | J | V | 45.00 | A | | | | \$5 Par Commo | 45.00 | |
| | | | | | | | | | | n Stock | | |
| ----- | | | | | | | | | | | | |
| Phantom Stock Unit (1-for-1) | | 4/22/2003 | A | | 1000.00 | A | | | | \$5 Par Commo | 1000.00 | |
| | | | | | | | | | | n Stock | | |
| ----- | | | | | | | | | | | | |
| Non-Employee Director Statutory Stock Option | 44.635 | 4/22/2003 | A | | 2000.00 | A | 4/22/2004 | 4/22/2013 | | \$5 Par Commo | 2000.00 | |
| | | | | | | | | | | n Stock | | |
| ----- | | | | | | | | | | | | |
| | | | | | | | | | | | | |

Explanation of Responses:

1. Dividend Reinvestment Shares acquired.
2. Phantom Stock Units received as dividend equivalents under PNC Directors Deferred Compensation Plan.
3. Phantom Stock units received as dividend equivalents under PNC Directors Deferred Stock Unit Plan.
4. Phantom stock units awarded by the Nominating and Governance Committee pursuant to the PNC Outside Directors Deferred Stock Unit Plan.
5. Non-statutory stock options will become fully vested on the first anniversary of the date of grant.

SIGNATURE OF REPORTING PERSON

Bruce C. Lindsay

Mark C. Joseph, Attorney-in-fact for Bruce C. Lindsay