

PNC FINANCIAL SERVICES GROUP INC

Form 4

February 20, 2007

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
SHACK TIMOTHY G

(Last) (First) (Middle)

**ONE PNC PLAZA, 249 FIFTH
AVENUE**

(Street)

PITTSBURGH, PA 15222-2707

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
**PNC FINANCIAL SERVICES
GROUP INC [PNC]**

3. Date of Earliest Transaction
(Month/Day/Year)
02/16/2007

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify below)
EVP, Chief Information Officer

6. 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 (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	(A) or (D)	Price			
\$5 Par Common Stock	02/16/2007		M ⁽¹⁾		25,030	A	\$ 54.04	109,280	D	
\$5 Par Common Stock	02/16/2007		F ⁽¹⁾		17,925	D	\$ 75.46	91,355	D	
\$5 Par Common Stock	02/16/2007		F ⁽¹⁾		2,590	D	\$ 75.46	88,765	D	
\$5 Par	02/16/2007		M ⁽¹⁾		1,370	A	\$ 57.1	90,135	D	

Common
Stock

\$5 Par Common Stock	02/16/2007	F(1)	1,036	D	\$ 75.46	89,099	D
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\$5 Par Common Stock	02/16/2007	F(1)	123	D	\$ 75.46	88,976	D
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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. 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)	\$ 54.04	02/16/2007		M		25,030		01/06/2005	01/06/2014	\$5 Par Common Stock
Employee Stock Option (Right-to-Buy)	\$ 57.1	02/16/2007		M		1,370		01/03/2003	01/03/2012	\$5 Par Common Stock
Employee Stock Option (Right-to-Buy) Reload Option	\$ 75.63	02/16/2007		A		1,159		02/16/2008	01/03/2012	\$5 Par Common Stock
Employee Stock Option (Right-to-Buy) Reload Option	\$ 75.63	02/16/2007		A		20,515		02/16/2008	01/06/2014	\$5 Par Common Stock

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Reporting Owners

SHACK TIMOTHY G
ONE PNC PLAZA
249 FIFTH AVENUE
PITTSBURGH, PA 15222-2707

EVP, Chief Information Officer

Signatures

Lori A. Hasselman, Attorney-in-Fact for Timothy G.
Shack

02/20/2007

__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).

The exercise of this option and the satisfaction of the resulting tax withholding obligation were effected by the Reporting Person through
(1) 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.

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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