

PNC FINANCIAL SERVICES GROUP INC

Form 4

February 22, 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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
DEMCHAK WILLIAM S

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**

3. Date of Earliest Transaction
(Month/Day/Year)
02/20/2007

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
Vice Chairman

(Street)
PITTSBURGH, PA 15222-2707

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
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 or Disposed of (D) (Instr. 3, 4 and 5) (A) or (D)	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	Price	
\$5 Par Common Stock	02/20/2007		M		76,000	\$ 53.5	248,951 D
\$5 Par Common Stock	02/20/2007		S ⁽¹⁾		700	\$ 75.53	248,251 D
\$5 Par Common Stock	02/20/2007		S ⁽¹⁾		700	\$ 75.54	247,551 D
\$5 Par	02/20/2007		S ⁽¹⁾		1,000	\$	246,551 D

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Common Stock						75.55		
\$5 Par Common Stock	02/20/2007	<u>S⁽¹⁾</u>	700	D	\$ 75.56	245,851	D	
\$5 Par Common Stock	02/20/2007	<u>S⁽¹⁾</u>	800	D	\$ 75.57	245,051	D	
\$5 Par Common Stock	02/20/2007	<u>S⁽¹⁾</u>	800	D	\$ 75.58	244,251	D	
\$5 Par Common Stock	02/20/2007	<u>S⁽¹⁾</u>	700	D	\$ 75.61	243,551	D	
\$5 Par Common Stock	02/20/2007	<u>S⁽¹⁾</u>	600	D	\$ 75.66	242,951	D	
\$5 Par Common Stock	02/20/2007	<u>S⁽¹⁾</u>	500	D	\$ 75.67	242,451	D	
\$5 Par Common Stock	02/20/2007	<u>S⁽¹⁾</u>	100	D	\$ 75.68	242,351	D	
\$5 Par Common Stock	02/20/2007	<u>S⁽¹⁾</u>	1,200	D	\$ 75.69	241,151	D	
\$5 Par Common Stock	02/20/2007	<u>S⁽¹⁾</u>	447	D	\$ 75.71	240,704	D	
\$5 Par Common Stock	02/20/2007	<u>S⁽¹⁾</u>	3,043	D	\$ 75.72	237,661	D	
\$5 Par Common Stock	02/20/2007	<u>S⁽¹⁾</u>	1,600	D	\$ 75.73	236,061	D	
\$5 Par Common Stock	02/20/2007	<u>S⁽¹⁾</u>	53	D	\$ 75.74	236,008	D	
\$5 Par Common Stock	02/20/2007	<u>S⁽¹⁾</u>	57	D	\$ 75.75	235,951	D	
\$5 Par Common Stock	02/20/2007	<u>S⁽¹⁾</u>	1,043	D	\$ 75.76	234,908	D	

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\$5 Par Common Stock	02/20/2007	<u>S⁽¹⁾</u>	900	D	\$ 75.77	234,008	D
\$5 Par Common Stock	02/20/2007	<u>S⁽¹⁾</u>	600	D	\$ 75.78	233,408	D
\$5 Par Common Stock	02/20/2007	<u>S⁽¹⁾</u>	1,157	D	\$ 75.79	232,251	D
\$5 Par Common Stock	02/20/2007	<u>S⁽¹⁾</u>	1,000	D	\$ 75.8	231,251	D
\$5 Par Common Stock	02/20/2007	<u>S⁽¹⁾</u>	800	D	\$ 75.81	230,451	D
\$5 Par Common Stock	02/20/2007	<u>S⁽¹⁾</u>	152	D	\$ 75.83	230,299	D
\$5 Par Common Stock	02/20/2007	<u>S⁽¹⁾</u>	748	D	\$ 75.84	229,551	D
\$5 Par Common Stock	02/20/2007	<u>S⁽¹⁾</u>	100	D	\$ 75.85	229,451	D
\$5 Par Common Stock	02/20/2007	<u>S⁽¹⁾</u>	500	D	\$ 75.86	228,951	D
\$5 Par Common Stock	02/20/2007	<u>S⁽¹⁾</u>	900	D	\$ 75.87	228,051	D
\$5 Par Common Stock	02/20/2007	<u>S⁽¹⁾</u>	1,000	D	\$ 75.88	227,051	D
\$5 Par Common Stock	02/20/2007	<u>S⁽¹⁾</u>	500	D	\$ 75.89	226,551	D

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)

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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 Underlying Security (Instr. 3 and 4)
Employee Stock Option (Right-to-Buy)	\$ 53.5	02/20/2007		M	76,000	01/25/2006 01/25/2015	\$5 Par Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DEMCHAK WILLIAM S ONE PNC PLAZA 249 FIFTH AVENUE PITTSBURGH, PA 15222-2707			Vice Chairman	

Signatures

Lori A. Hasselman, Attorney-in-Fact for William S.
Demchak

02/22/2007

__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.

Remarks:

Form (1 of 2)

Because the number of reportable transactions exceeds the Form 4 limit, additional transactions are reported on a second Form 4.

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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