

WHITFORD THOMAS K
Form 4
April 24, 2008

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)
ONE PNC PLAZA, 249 FIFTH AVENUE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
04/22/2008

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

PITTSBURGH, PA 15222-2707

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

(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 Indirect Beneficial Ownership (Instr. 4)			
				(A) or (D)	Price					
				Code	V	Amount				
\$5 Par Common Stock	03/31/2008		J ⁽¹⁾	V	231	A	\$ 65.74	9,366	I	401(k) Plan
\$5 Par Common Stock	04/22/2008		S		800	D	\$ 65.74	88,340	D	
\$5 Par Common Stock	04/22/2008		S		100	D	\$ 65.745	88,240	D	
\$5 Par Common Stock	04/22/2008		S		1,200	D	\$ 65.75	87,040	D	

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Common Stock								
\$5 Par Common Stock	04/22/2008	S	100	D	\$ 65.755	86,940		D
\$5 Par Common Stock	04/22/2008	S	900	D	\$ 65.76	86,040		D
\$5 Par Common Stock	04/22/2008	S	300	D	\$ 65.77	85,740		D
\$5 Par Common Stock	04/22/2008	S	200	D	\$ 65.79	85,540		D
\$5 Par Common Stock	04/22/2008	S	200	D	\$ 65.8	85,340		D
\$5 Par Common Stock	04/22/2008	S	400	D	\$ 65.805	84,940		D
\$5 Par Common Stock	04/22/2008	S	100	D	\$ 65.809	84,840		D
\$5 Par Common Stock	04/22/2008	S	200	D	\$ 65.81	84,640		D
\$5 Par Common Stock	04/22/2008	S	100	D	\$ 65.82	84,540		D
\$5 Par Common Stock	04/22/2008	S	200	D	\$ 65.825	84,340		D
\$5 Par Common Stock	04/22/2008	S	200	D	\$ 65.83	84,140		D
\$5 Par Common Stock	04/22/2008	S	100	D	\$ 65.84	84,040		D

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.

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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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

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 Admin Officer	

Signatures

Lori A. Hasselman, Attorney-in-Fact for Thomas K. Whitford

04/24/2008

__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) Shares acquired under the PNC Incentive Savings Plan.
- (2) Shares acquired under the PNC Incentive Savings Plan at various prices.

Remarks:

Form (2 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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