

PNC FINANCIAL SERVICES GROUP INC
 Form 4
 November 09, 2006

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 *
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
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/07/2006

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

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	11/07/2006		<u>M</u> (1)	36,229	A	\$ 43.81	287,541	D
\$5 Par Common Stock	11/07/2006		<u>F</u> (1)	22,781	D	\$ 69.67	264,760	D
\$5 Par Common Stock	11/07/2006		<u>F</u> (1)	5,731	D	\$ 69.67	259,029	D
\$5 Par	10/24/2006		<u>J</u> (2)	V 210	A	<u>(3)</u>	695	I 401(k)

Common
Stock

Plan

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)

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 Instrument (Instr. 3 and 4)
					Code	V	(A)		
Employee Stock Option (Right-to-Buy)	\$ 43.81	11/07/2006		M			36,229	01/03/2004 01/03/2013	\$5 Par Common Stock
Employee Stock Option (Right-to-Buy) Reload Option	\$ 69.67	11/07/2006		A			28,512	11/07/2007 01/03/2013	\$5 Par Common Stock
Phantom Stock Unit	(4)	10/24/2006		J(5)	V		647	(6) (6)	\$5 Par Common Stock
Phantom Stock Unit	(4)	10/24/2006		J(5)	V		48	(6) (6)	\$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

11/09/2006

__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.
 - (2) Shares acquired under the PNC Incentive Savings Plan, including shares acquired through reinvestment of dividends.
 - (3) Shares acquired under the PNC Incentive Savings Plan at various prices ranging from \$63.67 to \$72.77.
 - (4) 1 for 1.
 - (5) Dividend reinvestment shares acquired.
 - (6) Phantom Stock Units will be settled in cash upon distribution from the reporting person's plan account and generally do not expire.
 - (7) Dividend reinvestment shares acquired under the PNC Deferred Compensation Plan at various prices.
 - (8) Dividend reinvestment shares acquired under the PNC Supplemental Incentive Savings Plan at various prices.

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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