

STERLING FINANCIAL CORP /PA/  
Form 425  
March 26, 2008

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported):

March 26, 2008

**Sterling Financial Corporation**

(Exact name of registrant as specified in its charter)

Pennsylvania

0-16276

23-2449551

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(I.R.S. Employer  
Identification No.)

101 North Pointe Boulevard, Lancaster,  
Pennsylvania

17601-4133

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

717-581-6030

Not Applicable

Former name or former address, if changed since last report

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))



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**Item 8.01 Other Events.**

On March 26, 2008, Sterling Financial Corporation (the "Corporation") held its special meeting of shareholders to vote on the proposal to adopt the Agreement and Plan of Merger dated as of July 19, 2007 between The PNC Financial Services Group, Inc. and Sterling Financial Corporation, which provides for the merger of Sterling Financial Corporation with and into The PNC Financial Services Group, Inc. The merger was approved by the shareholders. A copy of the press release announcing the vote is attached as Exhibit 99.1 to this Current Report on Form 8-K.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

99.1 Sterling Financial Corporation press release dated March 26, 2008

The PNC Financial Services Group, Inc. has filed a registration statement with the United States Securities and Exchange Commission (the "SEC") that contains a proxy statement/prospectus concerning the merger that has been mailed to Sterling shareholders, and each of the companies plans to file with the SEC other documents regarding the proposed transaction. **WE URGE INVESTORS TO READ THE PROXY STATEMENT/PROSPECTUS, AS WELL AS ANY OTHER DOCUMENTS TO BE FILED WITH THE SEC IN CONNECTION WITH THE MERGER OR INCORPORATED BY REFERENCE IN THE PROXY STATEMENT/PROSPECTUS, BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION.** Investors can obtain the proxy statement/prospectus, as well as other documents containing information about PNC and Sterling, free of charge at the SEC's web site ([www.sec.gov](http://www.sec.gov)). In addition, documents filed with the SEC by The PNC Financial Services Group, Inc. are available free of charge from Shareholder Relations at (800) 843-2206. Documents filed with the SEC by Sterling Financial Corporation are available free of charge from Sterling Financial Corporation by contacting Shareholder Relations at (717) 735-4066.

The directors, executive officers, and certain other members of management and employees of Sterling Financial Corporation are participants in the solicitation of proxies in favor of the merger from the shareholders of Sterling Financial Corporation. Information about the directors and executive officers of Sterling Financial Corporation is set forth in the proxy statement for its 2007 annual meeting of shareholders, which was filed with the SEC on April 2, 2007. Additional information regarding the interests of such participants is included in the proxy statement/prospectus concerning the merger. You may obtain free copies of these documents as described above.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Sterling Financial Corporation

*March 26, 2008*

*By: Jean Svoboda*

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*Name: Jean Svoboda*

*Title: Senior Vice President, General Counsel*

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Exhibit Index

<b>Exhibit No.</b>	<b>Description</b>
99.1	Sterling Financial Corporation press release dated March 26, 2008