

PNC FINANCIAL SERVICES GROUP INC
 Form 4
 August 08, 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 *
OBRIEN THOMAS H

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)

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

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

ONE PNC PLAZA, 249 FIFTH AVENUE

08/04/2006

(Street)

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

PITTSBURGH, PA 15222-2707

(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)
			Code	V	Amount or Price		
\$5 Par Common Stock	08/04/2006		M		52,250 A \$ 50.47	193,160	D
\$5 Par Common Stock	08/04/2006		S ⁽¹⁾		9,200 D \$ 71.37	183,960	D
\$5 Par Common Stock	08/04/2006		S ⁽¹⁾		300 D \$ 71.38	183,660	D
\$5 Par Common Stock	08/04/2006		S ⁽¹⁾		2,400 D \$	181,260	D

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Common Stock						71.39			
\$5 Par Common Stock	08/04/2006		S ⁽¹⁾	28,900	D	\$ 71.4	152,360	D	
\$5 Par Common Stock	08/04/2006		S ⁽¹⁾	200	D	\$ 71.41	152,160	D	
\$5 Par Common Stock	08/04/2006		S ⁽¹⁾	300	D	\$ 71.42	151,860	D	
\$5 Par Common Stock	08/04/2006		S ⁽¹⁾	2,300	D	\$ 71.43	149,560	D	
\$5 Par Common Stock	08/04/2006		S ⁽¹⁾	2,200	D	\$ 71.44	147,360	D	
\$5 Par Common Stock	08/04/2006		S ⁽¹⁾	2,900	D	\$ 71.47	144,460	D	
\$5 Par Common Stock	08/04/2006		S ⁽¹⁾	2,550	D	\$ 71.48	141,910	D	
\$5 Par Common Stock	08/04/2006		S ⁽¹⁾	1,000	D	\$ 71.49	140,910 ⁽²⁾	D	
\$5 Par Common Stock							3,971 ⁽³⁾	I	401(k) 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 Security (Instr. 3 and 4)
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	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Employee Stock Option (Right-to-Buy)							\$5 Par Common Stock
		\$ 50.47		08/04/2006			
	M				52,250	02/17/2002	02/17/2009
Phantom Stock Unit		(4)		06/30/2006		(6)	(6)
	J(5)	V	312				\$5 Par Common Stock
Phantom Stock Unit		(4)				(6)	(6)
							\$5 Par Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
OBRIEN THOMAS H ONE PNC PLAZA 249 FIFTH AVENUE PITTSBURGH, PA 15222-2707			X	

Signatures

George P. Long, Attorney-in-Fact for Thomas H. O'Brien
08/08/2006

**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).
- (1) Sale pursuant to cashless exercise of employee stock options.
Since the date of the Reporting Person's last ownership report, he transferred 140,831 shares of PNC common stock to his former spouse
- (2) pursuant to a domestic relations order. The reporting person no longer reports as beneficially owned any securities owned by his former spouse.
Since the date of the Reporting Person's last ownership report, he transferred 6,673 shares of PNC common stock to his former spouse
- (3) pursuant to a domestic relations order. The reporting person no longer reports as beneficially owned any securities owned by his former spouse.
- (4) 1 for 1.
- (5) Phantom Stock Units received as dividend equivalents under the PNC Supplemental Incentive Savings Plan.
- (6) Phantom Stock Units will be settled in cash upon distribution from the reporting person's plan account and generally do not expire.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.