

PNC FINANCIAL SERVICES GROUP INC
 Form 4
 August 20, 2007

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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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 *
HANNON MICHAEL J

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)
08/16/2007

____ Director
 Officer (give title below) _____ 10% Owner
 _____ Other (specify below)
Chief Credit Policy 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) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|--------|
| | | | Code | V | Amount | (A) or (D) | Price | | |
| \$5 Par Common Stock | 08/16/2007 | | M ⁽¹⁾ | | 24,919 | A | \$ 54.04 63,186 | D | |
| \$5 Par Common Stock | 08/16/2007 | | F ⁽¹⁾ | | 19,409 | D | \$ 69.38 43,777 | D | |
| \$5 Par Common Stock | 08/16/2007 | | F ⁽¹⁾ | | 2,238 | D | \$ 69.38 41,539 | D | |
| \$5 Par | 04/24/2007 | | J ⁽²⁾ | V | 52 | A | \$ 6,336 | I | 401(k) |

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| | | | | | | | | | |
|----------------------|------------|--|-----------------------|---|----------|-------|--|---|---------------------------|
| Common Stock | | | | | 75.315 | | | | Plan |
| \$5 Par Common Stock | 07/24/2007 | | J ⁽²⁾ V 56 | A | \$ 71.08 | 6,392 | | I | 401(k) Plan |
| \$5 Par Common Stock | | | | | | 136 | | I | UTMA by Spouse for Son/BR |
| \$5 Par Common Stock | | | | | | 137 | | I | UTMA by Spouse for Son/CR |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(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 (Instr. 3 and 4) |
|---|--|--------------------------------------|--|--------------------------------|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title |
| Employee Stock Option (Right-to-Buy) | \$ 54.04 | 08/16/2007 | | M | 24,919 | 01/06/2005 01/06/2014 | \$5 Par Common Stock |
| Employee Stock Option (Right-to-Buy) Reload | \$ 71.66 | 08/16/2007 | | A | 21,647 | 08/16/2008 01/06/2014 | \$5 Par Common Stock |
| Phantom Stock Unit | (3) | 01/24/2007 | | J ⁽⁴⁾ | V 13 | (5) (5) | \$5 Par Common Stock |
| Phantom Stock Unit | (3) | 04/24/2007 | | J ⁽⁴⁾ | V 15 | (5) (5) | \$5 Par Common Stock |
| Phantom Stock Unit | (3) | 07/24/2007 | | J ⁽⁴⁾ | V 17 | (5) (5) | \$5 Par Common Stock |

Unit

Common
Stock

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| HANNON MICHAEL J ONE PNC PLAZA 249 FIFTH AVENUE PITTSBURGH, PA 15222-2707 | | | Chief Credit Policy Officer | |

Signatures

Lori A. Hasselman, Attorney-in-Fact for Michael J. Hannon

08/20/2007

__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).

- 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) Dividend reinvestment shares acquired.
 - (3) 1 for 1.
 - (4) Phantom Stock Units received as dividend equivalents under the PNC Supplemental Incentive Savings Plan.
 - (5) 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.

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