

DEMCHAK WILLIAM S
Form 4
January 10, 2005

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)

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

(Last) (First) (Middle)
ONE PNC PLAZA, 249 FIFTH AVENUE

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/06/2005

PITTSBURGH, PA 15222-2707

(City) (State) (Zip)

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

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		
\$5 Par Common Stock	01/06/2005		<u>A</u> ⁽¹⁾	V 15,000	A \$ 0	125,110	D
\$5 Par Common Stock	09/30/2004		<u>J</u> ⁽²⁾	V 27	A <u>(3)</u>	228	I 401(k) Plan
\$5 Par Common Stock	10/24/2004		<u>J</u> ⁽⁴⁾	V 2	A \$ 51.76	230	I 401(k) Plan

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

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock Unit	<u>(5)</u>	04/24/2004		J ⁽⁶⁾	V 5	<u>(7)</u>	<u>(7)</u>	\$5 Par Common Stock	5	\$ 52.5
Phantom Stock Unit	<u>(5)</u>	07/24/2004		J ⁽⁶⁾	V 5	<u>(7)</u>	<u>(7)</u>	\$5 Par Common Stock	5	\$ 49.6
Phantom Stock Unit	<u>(5)</u>	09/30/2004		J ⁽⁸⁾	V 140	<u>(7)</u>	<u>(7)</u>	\$5 Par Common Stock	140	<u>(9)</u>
Phantom Stock Unit	<u>(5)</u>	10/24/2004		J ⁽⁶⁾	V 6	<u>(7)</u>	<u>(7)</u>	\$5 Par Common Stock	6	\$ 51.7
Phantom Stock Unit	<u>(5)</u>	12/31/2004		J ⁽⁸⁾	V 157	<u>(7)</u>	<u>(7)</u>	\$5 Par Common Stock	157	<u>(10)</u>
Phantom Stock Unit	<u>(5)</u>	04/24/2004		J ⁽¹¹⁾	V 121	<u>(7)</u>	<u>(7)</u>	\$5 Par Common Stock	121	\$ 52.5
Phantom Stock Unit	<u>(5)</u>	07/24/2004		J ⁽¹¹⁾	V 413	<u>(7)</u>	<u>(7)</u>	\$5 Par Common Stock	413	\$ 49.6
Phantom Stock Unit	<u>(5)</u>	10/24/2004		J ⁽¹¹⁾	V 400	<u>(7)</u>	<u>(7)</u>	\$5 Par Common Stock	400	\$ 51.7

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 and CFO	

Signatures

Mark C. Joseph, Attorney in Fact for William S. Demchak	01/10/2005
**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) Grant of restricted stock subject to vesting schedule, execution of appropriate documentation and certain other conditions.
- (2) Shares acquired under the PNC Incentive Savings Plan.
- (3) Shares acquired under the PNC Incentive Savings Plan at various prices from \$50.75 to \$53.75.
- (4) Dividend reinvestment shares acquired.
- (5) 1 for 1.
- (6) Phantom Stock Units received as dividend equivalents under the PNC Supplemental Incentive Savings Plan.
- (7) Phantom Stock Units will be settled in cash upon distribution from the reporting person's plan account and generally do not expire.
- (8) Phantom Stock Units acquired under the PNC Supplemental Incentive Savings Plan.
- (9) Phantom Stock Units acquired under the PNC Supplemental Incentive Savings Plan at various prices from \$50.75 to \$53.75.
- (10) Phantom Stock Units acquired under the PNC Supplemental Incentive Savings Plan at various prices from \$52.13 to \$57.11.
- (11) Phantom Stock Units received as dividend equivalents under the PNC Deferred Compensation Plan.

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.