

CLAY ROBERT N
Form 4
January 04, 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 *
CLAY ROBERT N

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)
01/03/2006

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

CLAY HOLDING COMPANY
THREE CHIMNEYS FARM, P.O.
BOX 114

(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

MIDWAY, KY 40347

(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 or Disposed of (A) or (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 | 01/24/2005 | | J ⁽¹⁾ | V | 53 | A | \$ 53.75 6,250 D |
| \$5 Par Common Stock | 04/24/2005 | | J ⁽¹⁾ | V | 56 | A | \$ 51.8 6,306 D |
| \$5 Par Common Stock | 07/24/2005 | | J ⁽¹⁾ | V | 52 | A | \$ 55.53 6,358 D |

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| | | | | | | | | | | |
|----------------------------|------------|--|------------------|---|----|---|-------------|-------|---|--|
| \$5 Par Common Stock | 10/24/2005 | | J ⁽¹⁾ | V | 51 | A | \$ 57.99 | 6,409 | D | |
| \$5 Par Common Stock | 01/03/2006 | | A ⁽²⁾ | | 79 | A | \$ 0 | 6,488 | D | |
| \$5 Par Common Stock | | | | | | | | 3,653 | I | By CNB Investments, LLC ⁽³⁾ |
| \$5 Par Common Stock | | | | | | | | 3,652 | I | By RNC Investments, LLC ⁽⁴⁾ |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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 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> | 04/24/2005 | | J ⁽⁶⁾ | V | 106 | <u>(7)</u> | <u>(7)</u> | \$5 Par Common Stock | 106 | \$ 51.9 |
| Phantom Stock Unit | <u>(5)</u> | 07/24/2005 | | J ⁽⁶⁾ | V | 100 | <u>(7)</u> | <u>(7)</u> | \$5 Par Common Stock | 100 | \$ 55.5 |
| Phantom Stock Unit | <u>(5)</u> | 10/24/2005 | | J ⁽⁶⁾ | V | 97 | <u>(7)</u> | <u>(7)</u> | \$5 Par Common Stock | 97 | \$ 57.9 |
| Phantom Stock Unit | <u>(5)</u> | 04/24/2005 | | J ⁽⁸⁾ | V | 41 | <u>(7)</u> | <u>(7)</u> | \$5 Par Common Stock | 41 | \$ 51.9 |

| | | | | | | | | | | |
|--------------------------|-----|------------|------|---|----|-----|-----|----------------------------|----|---------|
| Phantom Stock Unit | (5) | 07/24/2005 | J(8) | V | 48 | (7) | (7) | \$5 Par Common Stock | 48 | \$ 55.5 |
| Phantom Stock Unit | (5) | 10/24/2005 | J(8) | V | 46 | (7) | (7) | \$5 Par Common Stock | 46 | \$ 57.9 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| CLAY ROBERT N CLAY HOLDING COMPANY THREE CHIMNEYS FARM P.O. BOX 114 MIDWAY, KY 40347 | | | | X |

Signatures

Mark C. Joseph, Attorney in Fact for Robert N.
Clay

01/04/2006

**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) Dividend reinvestment shares acquired.
- (2) Annual grant pursuant to PNC Directors Share Incentive Plan.
- (3) The reporting person first assumed investment control of the securities held by this LLC upon his father's death on 8/21/2002. The reporting person disclaims ownership of these securities and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 of for any other purposes.
- (4) The reporting person first assumed investment control of the securities held by this LLC upon his father's death on 8/21/2002.
- (5) 1 for 1.
- (6) Phantom Stock Units received as dividend equivalents under the PNC Directors Deferred Compensation 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 received as dividend equivalents under the PNC Outside Directors Deferred Stock Unit 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.