

PNC FINANCIAL SERVICES GROUP INC
 Form 4
 August 01, 2008

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 *
PUDLIN HELEN P

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)

SVP and General Counsel

ONE PNC PLAZA, 249 FIFTH AVENUE

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

(Street)
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 (D) or Price (A)		
\$5 Par Common Stock	07/30/2008		M		9,271 A \$ 69.66	118,200	D
\$5 Par Common Stock	07/30/2008		S		9,271 D \$ 71.2214 (1)	108,929	D
\$5 Par Common Stock						6	I UTMA by spouse for daughter (2)

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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 Amount of Underlying Security (Instr. 3 and 4)	8. Amount or Number of Shares
Phantom Stock Unit	(3)	01/24/2008		J(4) V	47	(5) (5)	\$5 Par Common Stock	4
Phantom Stock Unit	(3)	04/24/2008		J(4) V	44	(5) (5)	\$5 Par Common Stock	4
Phantom Stock Unit	(3)	07/24/2008		J(4) V	42	(5) (5)	\$5 Par Common Stock	4
Phantom Stock Unit	(3)	07/30/2008		I(6)	4,485	(5) (5)	\$5 Par Common Stock	4,485
Employee Stock Option (Right-to-Buy) Reload Option	\$ 69.66	07/30/2008		M	9,271	02/16/2007 02/17/2009	\$5 Par Common Stock	9,271

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PUDLIN HELEN P ONE PNC PLAZA 249 FIFTH AVENUE PITTSBURGH, PA 15222-2707			SVP and General Counsel	

Signatures

Lori A. Hasselman, Attorney-in-Fact for Helen P.
Pudlin

08/01/2008

__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).

Represents the weighted average price of shares sold with actual prices ranging from \$71.19 to \$71.23. Upon a request from the staff of
(1) the SEC, the issuer, or a security holder of the issuer, the reporting person undertakes to provide full information regarding the number of shares sold at each separate price.

These shares are maintained in a brokerage account registered in the name of the reporting person's spouse as Custodian under the
(2) Pennsylvania Uniform Transfers to Minors Act. 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 or for any other purpose.

(3) One phantom stock unit is the economic equivalent of one share of PNC Common Stock.

(4) Phantom Stock Units received as dividend equivalents under the PNC Deferred Compensation Plan.

(5) Phantom Stock Units will be settled in cash upon distribution from the reporting person's plan account and generally do not expire.

(6) Phantom Stock Units liquidated in the PNC Deferred Compensation Plan, pursuant to a reallocation request.

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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