

ROHR JAMES E
Form 4
May 21, 2007

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 *
ROHR JAMES E

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

3. Date of Earliest Transaction (Month/Day/Year)
05/17/2007

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

(Street)
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 or Price | | | |
| \$5 Par Common Stock | 05/17/2007 | | M ⁽¹⁾ | | 247,000 | A | \$ 54.04 647,327 | D |
| \$5 Par Common Stock | 05/17/2007 | | F ⁽¹⁾ | | 178,818 | D | \$ 74.645 468,509 | D |
| \$5 Par Common Stock | 05/17/2007 | | F ⁽¹⁾ | | 27,689 | D | \$ 74.645 440,820 | D |
| \$5 Par Common Stock | 05/17/2007 | | M | | 60,778 | A | \$ 501,598 | D |

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| | | | | | | | |
|----------------------------|------------|-------------|--------|---|----------|---------|---|
| Common Stock | | | | | 70.575 | | |
| \$5 Par Common Stock | 05/17/2007 | <u>S(2)</u> | 5,778 | D | \$ 74.6 | 495,820 | D |
| \$5 Par Common Stock | 05/17/2007 | <u>S(2)</u> | 5,000 | D | \$ 74.4 | 490,820 | D |
| \$5 Par Common Stock | 05/17/2007 | <u>S(2)</u> | 900 | D | \$ 74.42 | 489,920 | D |
| \$5 Par Common Stock | 05/17/2007 | <u>S(2)</u> | 4,400 | D | \$ 74.45 | 485,520 | D |
| \$5 Par Common Stock | 05/17/2007 | <u>S(2)</u> | 5,600 | D | \$ 74.54 | 479,920 | D |
| \$5 Par Common Stock | 05/17/2007 | <u>S(2)</u> | 5,000 | D | \$ 74.53 | 474,920 | D |
| \$5 Par Common Stock | 05/17/2007 | <u>S(2)</u> | 5,000 | D | \$ 74.55 | 469,920 | D |
| \$5 Par Common Stock | 05/17/2007 | <u>S(2)</u> | 5,000 | D | \$ 74.7 | 464,920 | D |
| \$5 Par Common Stock | 05/17/2007 | <u>S(2)</u> | 10,000 | D | \$ 74.65 | 454,920 | D |
| \$5 Par Common Stock | 05/17/2007 | <u>S(2)</u> | 5,000 | D | \$ 74.68 | 449,920 | D |
| \$5 Par Common Stock | 05/17/2007 | <u>S(2)</u> | 400 | D | \$ 74.93 | 449,520 | D |
| \$5 Par Common Stock | 05/17/2007 | <u>S(2)</u> | 5,000 | D | \$ 74.87 | 444,520 | D |
| \$5 Par Common Stock | 05/17/2007 | <u>S(2)</u> | 1,600 | D | \$ 74.9 | 442,920 | D |
| \$5 Par Common Stock | 05/17/2007 | <u>S(2)</u> | 2,100 | D | \$ 74.92 | 440,820 | D |

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| | | | | | | | | | |
|----------------------------|------------|------------------|---|-----|---|----------------|--------|---|--|
| \$5 Par Common Stock | 03/31/2007 | J ⁽³⁾ | V | 368 | A | ⁽⁴⁾ | 32,465 | I | 401(k) Plan |
| \$5 Par Common Stock | 04/24/2007 | J ⁽⁵⁾ | V | 269 | A | \$ 75.315 | 32,734 | I | 401(k) Plan |
| \$5 Par Common Stock | 01/24/2007 | J ⁽⁵⁾ | V | 4 | A | \$ 73.2 | 473 | I | Custodian Account/PUTMA ⁽⁶⁾ |
| \$5 Par Common Stock | 04/24/2007 | J ⁽⁵⁾ | V | 4 | A | \$ 75.12 | 477 | I | Custodian Account/PUTMA ⁽⁶⁾ |
| \$5 Par Common Stock | | | | | | | 3,555 | I | By GRAT ⁽⁶⁾ |
| \$5 Par Common Stock | | | | | | | 58,200 | I | By Spouse ⁽⁶⁾ |

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 of Underlying Security (Instr. 3) |
|--|--|---|---|--------------------------------------|---|---------|--|------------|---|
| | | | | | Code | V | (A) | (D) | |
| Employee Stock Option (Right-to-Buy) | \$ 54.04 | 05/17/2007 | | M | | 247,000 | 01/06/2005 | 01/06/2014 | \$5 Par Common Stock |
| Employee Stock Option (Right-to-Buy) Reload | \$ 70.575 | 05/17/2007 | | M | | 60,778 | 02/21/2002 | 02/19/2008 | \$5 Par Common Stock |
| Employee Stock Option (Right-to-Buy) Reload | \$ 74.645 | 05/17/2007 | | A | | 206,507 | 05/17/2008 | 01/06/2014 | \$5 Par Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------|-------|
| | Director | 10% Owner | Officer | Other |
| ROHR JAMES E ONE PNC PLAZA 249 FIFTH AVENUE PITTSBURGH, PA 15222-2707 | X | | Chairman and CEO | |

Signatures

| | |
|--|------------|
| Lori A. Hasselman, Attorney-in-Fact for James E. Rohr | 05/21/2007 |
| **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) Sale pursuant to cashless exercise of employee stock options.
 - (3) Shares acquired under the PNC Incentive Savings Plan.
 - (4) Shares acquired under the PNC Incentive Savings Plan at various prices.
 - (5) Dividend reinvestment shares acquired.
 - (6) 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 purposes.

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.