

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 WASHINGTON, D.C. 20549
 FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

() Check this box if no longer subject to Section 16.
 Form 4 or Form 5 obligations may continue. See Instructions 1(b).

1. Name and Address of Reporting Person
 Helen P. Pudlin
 The PNC Financial Services Group, Inc.
 One PNC Plaza
 249 Fifth Avenue
 PA, Pittsburgh 15222-2707
2. Issuer Name and Ticker or Trading Symbol
 The PNC Financial Services Group, Inc. (PNC)
3. IRS or Social Security Number of Reporting Person (Voluntary)
4. Statement for Month/Day/Year
 2/6/2003
5. If Amendment, Date of Original (Month/Day/Year)
6. Relationship of Reporting Person(s) to Issuer (Check all applicable)
 () Director () 10% Owner (X) Officer (give title below) () Other
 (specify below)
 Senior Vice President and General Counsel
7. Individual or Joint/Group Filing (Check Applicable Line)
 (X) Form filed by One Reporting Person
 () Form filed by More than One Reporting Person

<TABLE>
 <CAPTION>

Table I -- Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security Indirect Ownership	2. Date	2A. Transaction	3. Code	4. Securities Acquired (A) or Disposed of (D) Amount	5. Amount of Securities Beneficially Owned Following Reported Trans(s)	6. Director (D) or Indirect (I)	7. Nature of Beneficial
<S> \$5 Par Common Stock	<C> 2/6/2003	<C> 2	<C> A	<C> 5500	<C> A	<C> D	<C>
			1				

\$5 Par Common Stock	2/6/2003	2	F	940	42.94	D	
			2				

\$5 Par Common Stock self for son 3					10	I	UTMA by

\$5 Par Common Stock spouse for daughter					6	I	UTMA by
							4

<CAPTION>

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security 10. Indirect	2. Con- version or Exer	3. Trans- action	3A. Deemed	4. Trans- action	5. Number of De rivative Secu rities Acqui	6. Date Exer cisable and Expiration	7. Title and Amount of Underlying Securities	8. Price of Deri	9. Number of Deriva tive
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Beneficial Owner	Acquire	Execution	Restricted (A) or Disposed of (D)	Date (Month/Day/Year)	Security	Securities Beneficially Owned
Phantom Stock				1/24/2003	A	1611
Deferred Compensation Unit (1-for-1)				1/24/2003	A	1611
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Deferred Compensation Unit (1-for-1)				1/24/2003	A	1611

</TABLE>

Explanation of Responses:

- Grant of restricted stock; one-half issued free of any restriction and one-half to vest upon expiration of restricted period which runs through 12/31/2003.
- Shares withheld to satisfy tax withholding obligations for grant of restricted stock.
- These shares are maintained in a brokerage account registered in the name of the reporting person as Custodian Under the 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.
- These shares are maintained in a brokerage account registered in the name of the reporting person's spouse as Custodian Under the 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.
- Phantom Stock Units issued pursuant to the PNC Deferred Compensation Plan.

SIGNATURE OF REPORTING PERSON

Helen P. Pudlin
Mark C. Joseph, Attorney-in-Fact for Helen P. Pudlin