# 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 or Section 30(h) of the Investment Company Act of 1940

| Print or Type Responses)  1. Name and Address of Reporting Perso WHITFORD THOMAS K | 2. Issuer Name at<br>PNC FINANCI<br>[PNC]  |   |                  |             |   | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) |  |  |                 |   |
|--|--|---|------------------|-------------|---|---|--|--|-----------------|---|
| (Last) (First) THE PNC FINANCIAL SERVICINC., ONE PNC PLAZA                         | 3. Date of Earliest 10/27/2003             | Transaction   | n (Mo            | nth/Day/\   | Year)   |   |  |  |                 |   |
| (Street) PITTSBURGH, PA 15222-2707   | 4. If Amendment, 1                         | Date Origir   | nal Fil          | ed(Month/D  | ay/Year)  |   |  |  |                 |   |
| (City) (State) (Zip)   |  |   | Table I -        | Non-        | Derivativ   | e Secur   | ired, Disposed of, or Beneficially Owned |  |                 |   |
| 1.Title of Security (Instr. 3)   | 2. Transaction<br>Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | (Instr. 8)       |             | 4. Securities Ac (A) or Disposed (Instr. 3, 4 and 5 |   | of (D)                                   | 5. Amount of Securities Beneficially<br>Owned Following Reported<br>Transaction(s)<br>(Instr. 3 and 4) | Ownership Form: | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership |
|  |  | ,   | Code             | V           | V Amount (A) or (D) Pr                              |   | Price                                    | ,  |                 |   |
| \$5 Par Common Stock   | 10/27/2003                                 |   | S                | V           | 900   | D   | \$<br>52.88                              | 103,768  | D               |   |
| \$5 Par Common Stock   | 10/27/2003                                 |   | S                | V           | 100   | D   | \$<br>52.89                              | 103,668  | D               |   |
| \$5 Par Common Stock   | 10/27/2003                                 |   | S                | V           | 5,300   | D   | \$<br>52.9                               | 98,368   | D               |   |
| \$5 Par Common Stock   | 10/27/2003                                 |   | S                | V           | 2,000   | D   | \$<br>52.91                              | 96,368   | D               |   |
| \$5 Par Common Stock   | 10/27/2003                                 |   | S                |             | 900   | D   | \$<br>52.92                              | 95,468   | D               |   |
| \$5 Par Common Stock   | 10/27/2003                                 |   | S                |             | 500   | D   | \$<br>52.93                              | 94,968   | D               |   |
| \$5 Par Common Stock   | 10/27/2003                                 |   | S                |             | 200   | D   | \$<br>52.94                              | 94,768   | D               |   |
| \$5 Par Common Stock   | 10/27/2003                                 |   | S                |             | 800   | D   | \$<br>52.95                              | 93,968   | D               |   |
| \$5 Par Common Stock   | 10/27/2003                                 |   | S                |             | 200   | D   | \$<br>52.96                              | 93,768   | D               |   |
| \$5 Par Common Stock   | 10/27/2003                                 |   | S                |             | 800   | D   | \$<br>52.98                              | 92,968   | D               |   |
| \$5 Par Common Stock   | 10/27/2003                                 |   | S                |             | 2,600   | D   | \$ 53                                    | 90,368   | D               |   |
| \$5 Par Common Stock   | 10/27/2003                                 |   | S                |             | 700   | D   | \$<br>53.01                              | 89,668   | D               |   |
| \$5 Par Common Stock   | 09/30/2003                                 |   | J <sup>(1)</sup> | V           | 67  | A   | \$ 0<br>(2)                              | 7,012  | I               | 401(k)Plan  |
| Reminder: Report on a separate line for e  | each class of securities                   | beneficially owned  | directly or      | Per<br>in t | sons wh   | are no  | t require                                | he collection of information cont<br>ed to respond unless the form<br>OMB control number.              | tained SI       | EC 1474 (9-02)                                      |
|  | Table II                                   | - Derivative Securi   |                  |             |   |   |  | y Owned  |                 |   |

| 1. Title of | 2.          | 3. Transaction   | 3A. Deemed         | 4.          | 5.         | 6. Date Exercisable | 7. Title and Amount | 8. Price of | 9. Number of   | 10.         | 11. Nature of |
|-------------|-------------|------------------|--------------------|-------------|------------|---------------------|---------------------|-------------|----------------|-------------|---------------|
| Derivative  | Conversion  | Date             | Execution Date, if | Transaction | Number     | and Expiration Date | of Underlying       | Derivative  | Derivative     | Ownership   | Indirect      |
| Security    | or Exercise | (Month/Day/Year) | any                | Code        | of         | (Month/Day/Year)    | Securities          | Security    | Securities     | Form of     | Beneficial    |
| (Instr. 3)  | Price of    |                  | (Month/Day/Year)   | (Instr. 8)  | Derivative |                     | (Instr. 3 and 4)    | (Instr. 5)  | Beneficially   | Derivative  | Ownership     |
|             | Derivative  |                  |                    |             | Securities |                     |                     |             | Owned          | Security:   | (Instr. 4)    |
|             | Security    |                  |                    |             | Acquired   |                     |                     |             | Following      | Direct (D)  |               |
|             |             |                  |                    |             | (A) or     |                     |                     |             | Reported       | or Indirect |               |
|             |             |                  |                    |             | Disposed   |                     |                     |             | Transaction(s) | (I)         |               |
|             |             |                  |                    |             | of (D)     |                     |                     |             | (Instr. 4)     | (Instr. 4)  |               |
|             |             |                  |                    |             | (Instr. 3, |                     |                     |             | · ·            | · ·         |               |
|             |             |                  |                    |             | 4, and 5)  |                     |                     |             |                |             |               |
|             |             |                  |                    |             |            |                     |                     |             |                |             |               |
|             |             |                  |                    |             |            |                     |                     |             |                |             |               |

|                          |            |            | Code         | V | (A) | (D) | LACICISABIC | Expiration<br>Date | Title                      | Amount<br>or<br>Number<br>of<br>Shares |      |       |   |                                  |
|--------------------------|------------|------------|--------------|---|-----|-----|-------------|--------------------|----------------------------|--|------|-------|---|----------------------------------|
| Phantom<br>Stock<br>Unit | (3)        | 07/24/2003 | J(4)         | V | 75  |     | <u>(5)</u>  | <u>(5)</u>         | \$5 Par<br>Common<br>Stock | 75                                     | \$ 0 | 7,674 | I | Deferred<br>Compensation<br>Plan |
| Phantom<br>Stock<br>Unit | (3)        | 06/30/2003 | J <u>(6)</u> | V | 84  |     | <u>(5)</u>  | <u>(5)</u>         | \$5 Par<br>Common<br>Stock | 84                                     | \$ 0 | 3,807 | I | Supplemental ISP                 |
| Phantom<br>Stock<br>Unit | (3)        | 07/24/2003 | J <u>(6)</u> | V | 79  |     | <u>(5)</u>  | <u>(5)</u>         | \$5 Par<br>Common<br>Stock | 79                                     | \$ 0 | 3,886 | I | Supplemental ISP                 |
| Phantom<br>Stock<br>Unit | <u>(3)</u> | 09/30/2003 | <u>J(6)</u>  | V | 104 |     | <u>(5)</u>  | <u>(5)</u>         | \$5 Par<br>Common<br>Stock | 104                                    | \$ 0 | 3,990 | I | Supplemental ISP                 |

#### **Reporting Owners**

|   | Relationships |              |                            |       |  |  |  |  |
|---|---------------|--------------|----------------------------|-------|--|--|--|--|
| Reporting Owner Name / Address  | Director      | 10%<br>Owner | Officer                    | Other |  |  |  |  |
| WHITFORD THOMAS K<br>THE PNC FINANCIAL SERVICES GROUP, INC.<br>ONE PNC PLAZA<br>PITTSBURGH, PA 15222-2707 |               |              | EVP and Chief Risk Officer |       |  |  |  |  |

### **Signatures**

| Mark C. Joseph, Attorney-In-Fact for Thomas K. Whitford | 10/29/2003 |
|---|------------|
| **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) These shares were acquired during the third quarter of 2003 pursuant to the PNC Incentive Savings Plan.
- (2) Shares were acquired pursuant to the PNC Incentive Savings Plan at various prices from \$47.23 to \$48.95.
- (3) 1 for 1
- (4) Phantom Stock Units received as dividend equivalents under the PNC Deferred Compensation Plan.
- (5) Phantom Stock Units will be settled in cash upon the reporting person's retirement or other termination of service and generally do not expire.
- (6) Phantom Stock Units received as dividend equivalents under the PNC Supplemental Incentive Savings 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.