

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL	
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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

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

(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) <input checked="" type="checkbox"/> Director ____ 10% Owner ____ Officer (give title below) _____ Other (specify below)	
(Last) (First) (Middle) PRESIDENT AND CHIEF EXECUTIVE OFFICER, CLAY HOLDING COMPANY		3. Date of Earliest Transaction (Month/Day/Year) 12/31/2003		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
(Street) VERSAILLES, KY 40383		4. If Amendment, Date Original Filed (Month/Day/Year)			
(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	(A) or (D)	Price			
\$5 Par Common Stock	01/02/2004		A(1)	V	92	A	\$ 0	5,897	D	
\$5 Par Common Stock								3,653	I(2)	By CNB Investments, LLC
\$5 Par Common Stock								3,652	I(3)	By RNC Investments, LLC

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

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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)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Phantom Stock Unit	(4)	10/24/2003		J(5)	V	100		(6)	(6)	\$5 Par Common Stock	100	\$ 0	10,273	I	Deferred Compensation Plan
Phantom Stock Unit	(4)	12/31/2003		A(7)		256		(6)	(6)	\$5 Par Common Stock	256	\$ 0	10,529	I	Deferred Compensation Plan
Phantom Stock Unit	(4)	10/24/2003		J(8)	V	30		(6)	(6)	\$5 Par Common Stock	30	\$ 0	3,087	I	Deferred Stock Unit Plan

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

CLAY ROBERT N PRESIDENT AND CHIEF EXECUTIVE OFFICER CLAY HOLDING COMPANY VERSAILLES, KY 40383	X			
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Signatures

Mark C. Joseph, Attorney-in-Fact for Robert N. Clay		01/05/2004
<small>Signature of Reporting Person</small>		<small>Date</small>

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) Annual grant pursuant to the PNC Director Share Incentive Plan.
- (2) The reporting person assumed control of securities held by LLC upon father's death on 8/21/02. The reporting person disclaims ownership. This report shall not be deemed an admission that the reporting person owns such securities for purposes of Sec. 16 or any other purpose.
- (3) The reporting person first assumed investment control over the securities held by this limited liability company upon his father' s death on August 21, 2002.
- (4) 1 for 1.
- (5) Phantom Stock Units received as dividend equivalents under PNC Directors Deferred Compensation Plan.
- (6) Phantom Stock Units will be settled in cash upon the reporting person's retirement or other termination of service and generally do not expire.
- (7) Phantom Stock Units received under the PNC Directors Deferred Compensation Plan during 2003.
- (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.

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