FORM	4
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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).

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

OMB APPROVAL OMB Number: 3235-0287 Estimated average burden hours per response... 0.5

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 Person [*] STEFFES LORENE K		2. Issuer Name and PNC FINANCIA [PNC]			· ·		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) Other (specify below)				
(Last) (First) 249 FIFTH AVENUE, ONE PNC PI FLOOR	171 010T	3. Date of Earliest Tr 12/31/2003	ansaction (Montl	h/Day/Yea	ar)					
(Street) PITTSBURGH, PA 15222-2707	4	4. If Amendment, Date Original Filed(Month/Day/Year)						6. Individual or Joint/Group Filing/Check Applicable Line) _X_Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City) (State)	(Zip)]	fable I - N	on-De	erivative S	Securitie	s Acqu	ired, Disposed of, or Beneficially Ow	ned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution Date, if	(Instr. 8)	v	4. Securi (A) or D (Instr. 3, Amount	isposed of 4 and 5) (A) or	f(D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)		Beneficial Ownership	
\$5 Par Common Stock	01/02/2004		A <mark>(1)</mark>	V	92	А	\$0	1,613	D		

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 SEC 1474 (9-02) in this form are not required to respond unless the form displays a currently valid OMB control number.

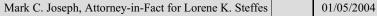
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

(<i>e.g.</i> , puts, calls, warrants, options, convertible securities)															
Security (Instr. 3)	Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	Code	3)	5. Numb of Deriv Secur Acqui (A) of Dispo of (D) (Instr. 4, and	er ative ities ired sed) . 3,	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities		Derivative Security (Instr. 5)	Securities Beneficially Owned Following Reported Transaction(s)	Ownership Form of Derivative Security: Direct (D) or Indirect	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Phantom Stock Unit	<u>(2)</u>	10/24/2003		<u>ј(3)</u>	v	13		<u>(4)</u>	<u>(4)</u>	\$5 Par Common Stock	13	\$ 0	1,309	Ι	Deferred Compensation Plan
Phantom Stock Unit	<u>(2)</u>	12/31/2003		A ⁽⁵⁾		199		<u>(4)</u>	<u>(4)</u>	\$5 Par Common Stock	199	\$ 0	1,508	Ι	Deferred Compensation Plan
Phantom Stock Unit	<u>(2)</u>	10/24/2003		J <u>(6)</u>	v	14		<u>(4)</u>	<u>(4)</u>	\$5 Par Common Stock	14	\$ 0	1,419	Ι	Deferred Stock Unit Plan

Reporting Owners

	Relationships						
Reporting Owner Name / Address	Director	10% Owner	Officer	Other			
STEFFES LORENE K 249 FIFTH AVENUE ONE PNC PLAZA, 21ST FLOOR PITTSBURGH, PA 15222-2707	Х						

Signatures



**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) Annual grant pursuant to the PNC Director Share Incentive Plan.
- (2) 1 for 1.
- (3) Phantom Stock Units received as dividend equivalents under PNC Directors Deferred Compensation Plan.
- (4) Phane expire. Phantom Stock Units will be settled in cash upon the reporting person's retirement or other termination of service and generally do not
- (5) Phantom Stock Units received under the PNC Directors Deferred Compensation Plan during 2003.
- (6) 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.

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.