

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* JOHNSON RICHARD J		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) ____ Director ____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below)	
(Last) (First) (Middle) THE PNC FINANCIAL SERVICES GROUP, INC., ONE PNC PLAZA		3. Date of Earliest Transaction (Month/Day/Year) 01/06/2004		SVP and Director of Finance	
(Street) PITTSBURGH, PA 15222-2707		4. If Amendment, Date Original Filed(Month/Day/Year)		6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> 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	(A) or (D)	Price			
\$5 Par Common Stock	04/24/2003		J(1)	V	54	A	\$ 44.08	10,054	D	
\$5 Par Common Stock	07/24/2003		J(1)	V	49	A	\$ 48.75	10,103	D	
\$5 Par Common Stock	10/24/2003		J(1)	V	98	A	\$ 50.87	10,201	D	
\$5 Par Common Stock	01/06/2004		A(2)		1,200	A	\$ 0	11,401	D	
\$5 Par Common Stock	09/30/2003		J(3)	V	60	A	\$ 0 (4)	60	I	401(k) Plan
\$5 Par Common Stock	10/24/2003		J(5)	V	24	A	\$ 0 (6)	84	I	401(k) Plan
\$5 Par Common Stock	12/31/2003		J(5)	V	43	A	\$ 0 (6)	127	I	401(k) Plan

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. SEC 1474 (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 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		Date Exercisable	Expiration Date						Title
Employee Stock Option (Right to Buy)	\$ 54.04	01/06/2004		A(7)	V	9,000	01/06/2005	01/06/2014	\$5 Par Common Stock	9,000	\$ 0	9,000	D	

Reporting Owners

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

JOHNSON RICHARD J THE PNC FINANCIAL SERVICES GROUP, INC. ONE PNC PLAZA PITTSBURGH, PA 15222-2707			SVP and Director of Finance	
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Signatures

Mark C. Joseph, Attorney-in-Fact for Richard J. Johnson		01/08/2004
<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) Dividend Reinvestment Shares acquired.
- (2) Grant of restricted stock, subject to vesting schedule and certain other conditions.
- (3) These shares were acquired during the third quarter of 2003 pursuant to the PNC Incentive Savings Plan.
- (4) Shares acquired pursuant to the PNC Incentive Savings Plan at various prices from \$45.35 to \$50.87.
- (5) These shares were acquired during the fourth quarter of 2003 pursuant to the PNC Incentive Savings Plan.
- (6) Shares acquired pursuant to the PNC Incentive Savings Plan at various prices from \$49.35 to \$55.03.
- (7) Grant of stock options subject to the precondition of an appropriate agreement signed by the parties. Options generally become exercisable in three equal annual installments, beginning one year after the date of grant.

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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