

FORM 4

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

OMB APPROVAL	
OMB Number:	3235-0287
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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 Person SHACK TIMOTHY G			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 type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) EVP, Chief Information Officer		
(Last) (First) (Middle) THE PNC FINANCIAL SERVICES GROUP, INC., ONE PNC PLAZA			3. Date of Earliest Transaction (Month/Day/Year) 01/06/2004					
(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 <input type="checkbox"/> 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	01/06/2004		M	(1)	20,583	A	\$ 43.81	129,051	D	
\$5 Par Common Stock	01/06/2004		F	(1)	1,202	D	\$ 54.04	127,849	D	
\$5 Par Common Stock	01/06/2004		F	(1)	16,686	D	\$ 54.04	111,163	D	

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				
Employee Stock Option (Right to Buy)	\$ 43.81	01/06/2004		M		20,583		01/03/2004	01/03/2013	\$5 Par Common Stock	20,583	\$ 0	41,167	D	
Employee Stock Option (Right to Buy)	\$ 54.04	01/06/2004		A	(2)	61,750		01/06/2005	01/06/2014	\$5 Par Common Stock	61,750	\$ 0	61,750	D	
Employee Stock Option (Right-to-Buy) Reload Option	\$ 54.04	01/06/2004		A		17,888		01/06/2005	01/06/2013	\$5 Par Common Stock	17,888	\$ 0	17,888	D	

Reporting Owners

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

SHACK TIMOTHY G THE PNC FINANCIAL SERVICES GROUP, INC. ONE PNC PLAZA PITTSBURGH, PA 15222-2707			EVP, Chief Information Officer	
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Signatures

Mark C. Joseph, Attorney-in-Fact for Timothy G. Shack		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) The exercise of this option and the satisfaction of the resulting tax withholding obligation were effected by the Reporting Person through the delivery, via attestation, of already owned shares of common stock of the Issuer and did not involve an open market transaction in the Issuer's securities.
- (2) 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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