# FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Estimated average burden
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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	e Responses)																	
1. Name and Address of Reporting Person *- ROHR JAMES E					2. Issuer Name and Ticker or Trading Symbol PNC FINANCIAL SERVICES GROUP INC [PNC]							IC1	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  X Director 10% Owner					
(Last) (First) (Middle) THE PNC FINANCIAL SERVICES GROUP, INC., ONE PNC PLAZA					3. Date of Earliest Transaction (Month/Day/Year) 01/08/2004								X_ Director					
(Street)				4	4. If Amendment, Date Original Filed(Month/Day/Year)							_X_ Form	6. Individual or Joint/Group Filing(Check Applicable Line) Form filed by More than One Reporting Person Form filed by More than One Reporting Person					
PITTSBURGH, PA 15222-2707 (City) (State) (Zip)					Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned													
1.Title of Security (Instr. 3)		2. Transaction 2. Date E (Month/Day/Year) and		A. Deemed Execution Date ny Month/Day/Ye		if Code (Instr.	nsaction	4. Securities Acquired (A) 5. As or Disposed of (D) (Instr. 3, 4 and 5) Repo			5. Amount of Beneficially C Reported Trar	Amount of Securities eneficially Owned Following eported Transaction(s)			7. Nature of Indirect Beneficial Ownership (Instr. 4)			
				(Mor	nth/Day	y/Yea	Co	de V	' Amount	(A) (D	or	(Instr. 3 and 4	)		Direct (D) or Indirect (I) (Instr. 4)			
\$5 Par Common Stock		01/08/2004	/2004			M	<u>(1)</u>	82,333	A	\$ 43.81	388,644			D				
\$5 Par Common Stock		01/08/2004				F	1)	4,717	D	\$ 53.895	383,927		D					
\$5 Par Common Stock		01/08/2004				F	1)	66,926	D	\$ 53.895	317,001	17,001		D				
\$5 Par Common Stock											27,253		I	401(K)Plar	ı			
\$5 Par Common Stock										422			I (2)	Custodian Account/PU	UTMA			
Reminder: R	eport on a se	parate line for ea	ch class of securitie		- Deriv	ativ	e Securit	ies Acqu	Person this for current	m ar ly va	o respond to e not require did OMB cor of, or Benefici	ed to respor ntrol numbe ially Owned	nd unless			n SEC 147	74 (9-02)	
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security			C	4. Transaction Code (Instr. 8)		5. Numb Derivativ Securitie Acquired Disposed	5. Number of		6. Date Exercisable and Expiration Date of (Month/Day/Year)		ír –	nderlying Derivative security		9. Number of Derivative Securities Beneficially Owned Following	Ownership Form of Derivative Security: Direct (D)	11. Nature of Indirec Beneficial Ownershi (Instr. 4)	
					Code	V	(A)	(D)	Date Exercisal	ble	Expiration Date	Title	Amount or Number of Shares		Reported Transaction(s (Instr. 4)	or Indirect (I) (Instr. 4)		
Employee Stock Option (Right to Buy)	\$ 43.81	01/08/2004	ı		M			82,333	3 01/03/2	2004	01/03/2013	\$5 Par Common Stock	82,333	\$ 0	164,667	D		
Employee Stock Option (Right-to- Buy) Reload Option		01/08/2004	ı		A		71,643		01/08/2	2005	01/03/2013	\$5 Par 3 Common Stock	71,643	\$ 0	71,643	D		

## **Reporting Owners**

	Relationships						
Reporting Owner Name / Address	Director	10% Owner	Officer	Other			
ROHR JAMES E THE PNC FINANCIAL SERVICES GROUP, INC. ONE PNC PLAZA PITTSBURGH, PA 15222-2707	X		Chairman and CEO				

#### **Signatures**

Mark C. Joseph, Attorney-In-Fact for James E. Rohr	01/12/2004
**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) 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) The reporting person disclaims ownership of these securities and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purposes.

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.