

FORM 4

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

OMB APPROVAL

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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* ROHR JAMES E (Last) (First) (Middle) THE PNC FINANCIAL SERVICES GROUP, INC., ONE PNC PLAZA (Street) PITTSBURGH, PA 15222-2707 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol PNC FINANCIAL SERVICES GROUP INC [PNC] 3. Date of Earliest Transaction (Month/Day/Year) 02/18/2004 4. If Amendment, Date Original Filed(Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Chairman and CEO 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
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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	02/18/2004		M ⁽¹⁾	V	41,250	A	\$ 42.5312	358,251	D	
\$5 Par Common Stock	02/18/2004		F ⁽¹⁾		3,196	D	\$ 56.94	355,055	D	
\$5 Par Common Stock	02/18/2004		F ⁽¹⁾	V	30,811	D	\$ 56.94	324,244	D	
\$5 Par Common Stock	01/26/2004		J ⁽²⁾	V	388	A	\$ 55.125	27,641	I	401(K)Plan
\$5 Par Common Stock	01/26/2004		J ⁽²⁾	V	4	A	\$ 55.125	426	I ⁽³⁾	Custodian Account/PUTMA

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)	01/26/2004		J ⁽⁵⁾	V	84		(6)	(6)	\$5 Par Common Stock	84	\$ 55.125	9,247	I	Deferred Compensation Plan
Phantom Stock Unit	(4)	02/19/2004		A ⁽⁷⁾		13,786		(6)	(6)	\$5 Par Common Stock	13,786	\$ 0	23,033	I	Deferred Compensation Plan
Phantom Stock Unit	(4)	01/26/2004		J ⁽⁸⁾	V	453		(6)	(6)	\$5 Par Common Stock	453	\$ 55.125	42,340	I	Supplemental ISP
Employee Stock Option (Right-to-Buy) Reload Option	\$ 56.94	02/18/2004		A	V	34,007		02/18/2005	02/16/2010	\$5 Par Common Stock	34,007	\$ 0	34,007	D	
Employee Stock Option Right-to-Buy	\$ 42.5312	02/18/2004		M	V	41,250		02/16/2001	02/16/2010	\$5 Par Common Stock	41,250	\$ 0	41,250	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	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		02/20/2004
<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) Dividend Reinvestment Shares acquired.
- (3) 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.
- (4) 1 for 1.
- (5) Phantom Stock Units received as dividend equivalents under the PNC Deferred Compensation Plan.
- (6) Phantom Stock Units will be settled in cash upon distribution from the reporting person's plan account and generally do not expire.
- (7) Phantom Stock Units received in lieu of cash pursuant to the PNC Deferred Compensation Plan as a result of the reporting person's election to defer annual incentive award.
- (8) Phantom Stock Units received as dividend equivalents under the PNC Supplemental Incentive Savings 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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