

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* DAVIDSON GEORGE A JR			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 checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/02/2004					
RETIRED CHAIRMAN, DOMINION RESOURCES, INC.								
(Street) PITTSBURGH, PA 15222-3199			4. If Amendment, Date Original Filed(Month/Day/Year) 01/06/2004			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			

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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Phantom Stock Unit	(1)	04/24/2003		j(2)	V	65	(3)	(3)	\$5 Par Common Stock	65	\$ 43.71	7,063 (4)	I	Deferred Stock Unit Plan
Phantom Stock Unit	(1)	07/24/2003		j(2)	V	69	(3)	(3)	\$5 Par Common Stock	69	\$ 48.89	7,132 (4)	I	Deferred Stock Unit Plan
Phantom Stock Unit	(1)	10/24/2003		j(2)	V	70	(3)	(3)	\$5 Par Common Stock	70	\$ 54.73	7,202 (4)	I	Deferred Stock Unit Plan

Reporting Owners

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

DAVIDSON GEORGE A JR RETIRED CHAIRMAN DOMINION RESOURCES, INC. PITTSBURGH, PA 15222-3199	X			
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Signatures

Mark C. Joseph, Attorney-in-Fact for George A. Davidson, Jr.		02/26/2004
<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) 1 for 1.

(2) Phantom Stock Units received as dividend equivalents under the PNC Outside Directors Deferred Stock Unit Plan.

(3) Phantom Stock Units will be settled in cash upon distribution from the reporting person's plan account and generally do not expire.

(4) This amendment is submitted solely for the purpose of correcting the number of derivative securities beneficially owned following the reported transactions, which were previously reported in error.

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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