

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 O'BRIEN THOMAS H <small>(Last) (First) (Middle)</small> THE PNC FINANCIAL SERVICES GROUP, INC., ONE PNC PLAZA, 2ND FLOOR <small>(Street)</small> PITTSBURGH, PA 15222-2707 <small>(City) (State) (Zip)</small>	2. Issuer Name and Ticker or Trading Symbol PNC FINANCIAL SERVICES GROUP INC [PNC] 3. Date of Earliest Transaction (Month/Day/Year) 03/01/2004 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 type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) 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	03/01/2004 ⁽¹⁾		M	V	66,667	A	\$ 46.875	351,000	D	
\$5 Par Common Stock	03/01/2004		S ⁽²⁾	V	5,267	D	\$ 58.68	345,733	D	
\$5 Par Common Stock	03/01/2004		S ⁽²⁾		100	D	\$ 58.67	345,633	D	
\$5 Par Common Stock	03/01/2004		S ⁽²⁾		1,300	D	\$ 58.65	344,333	D	
\$5 Par Common Stock	03/01/2004		S ⁽²⁾		100	D	\$ 58.64	344,233	D	
\$5 Par Common Stock	03/01/2004		S ⁽²⁾		1,100	D	\$ 58.63	343,133	D	
\$5 Par Common Stock	03/01/2004		S ⁽²⁾		3,200	D	\$ 58.61	339,933	D	
\$5 Par Common Stock	03/01/2004		S ⁽²⁾		1,000	D	\$ 58.59	338,933	D	
\$5 Par Common Stock	03/01/2004		S ⁽²⁾		1,200	D	\$ 58.58	337,733	D	
\$5 Par Common Stock	03/01/2004		S ⁽²⁾		3,800	D	\$ 58.57	333,933	D	
\$5 Par Common Stock	03/01/2004		S ⁽²⁾		1,100	D	\$ 58.56	332,833	D	
\$5 Par Common Stock	03/01/2004		S ⁽²⁾		3,000	D	\$ 58.54	329,833	D	
\$5 Par Common Stock	03/01/2004		S ⁽²⁾		4,000	D	\$ 58.53	325,833	D	
\$5 Par Common Stock	03/01/2004		S ⁽²⁾		700	D	\$ 58.52	325,133	D	
\$5 Par Common Stock	03/01/2004		S ⁽²⁾		6,300	D	\$ 58.5	318,833	D	
\$5 Par Common Stock	03/01/2004		S ⁽²⁾		3,800	D	\$ 58.49	315,033	D	
\$5 Par Common Stock	03/01/2004		S ⁽²⁾		4,000	D	\$ 58.47	311,033	D	
\$5 Par Common Stock	03/01/2004		S ⁽²⁾		1,200	D	\$ 58.46	309,833	D	
\$5 Par Common Stock	03/01/2004		S ⁽²⁾		12,500	D	\$ 58.4	297,333	D	
\$5 Par Common Stock	01/24/2004		J ⁽³⁾	V	97	A	\$ 55.125	10,752	I	401(K) Plan
\$5 Par Common Stock								1,000	I	By Spouse ⁽⁴⁾

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	(5)	01/24/2004		J(6)	V	15		(7)	(7)	\$5 Par Common Stock	15	\$ 55.125	1,643	I	Deferred Stock Unit Plan
Phantom Stock Unit	(5)	01/24/2004		J(8)	V	343		(7)	(7)	\$5 Par Common Stock	343	\$ 55.125	38,075	I	Supplemental ISP
Employee Stock Option Right-to-Buy	\$ 46.875	03/01/2004		M		66,667		01/31/2001	01/31/2010	\$5 Par Common Stock	66,667	\$ 0	0	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
OBRIEN THOMAS H THE PNC FINANCIAL SERVICES GROUP, INC. ONE PNC PLAZA, 2ND FLOOR PITTSBURGH, PA 15222-2707	X			

Signatures

Mark C. Joseph, Attorney-in-fact for Thomas H. O'Brien	03/03/2004
	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) Additional related transaction information is reported on another Form 4, filed contemporaneously with this filing. Due to software program and filing limitations, these transactions could not be reported on a single submission.
- (2) Sale pursuant to the cashless exercise of non-statutory stock options.
- (3) Dividend Reinvestment Shares acquired.
- (4) 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.
- (5) 1 for 1.
- (6) Phantom Stock Units received as dividend equivalents under the PNC Outside Directors Deferred Stock Unit Plan.
- (7) Phantom Stock Units will be settled in cash upon distribution from the reporting person's plan account and generally do not expire.
- (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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