

# FORM 4

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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response...	0.5

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 * <b>O BRIEN THOMAS H</b>			2. Issuer Name and Ticker or Trading Symbol <b>PNC FINANCIAL SERVICES GROUP INC [PNC]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>03/01/2004</b>			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		
THE PNC FINANCIAL SERVICES GROUP, INC., ONE PNC PLAZA, 2ND FLOOR								
(Street)	4. If Amendment, Date Original Filed (Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line)			6. Individual or Joint/Group Filing (Check Applicable Line)		
PITTSBURGH, PA 15222-2707								
(City)	(State)	(Zip)	<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>					

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	03/02/2004 <sup>(1)</sup>		S <sup>(2)</sup>		200	D	\$ 58.3	297,133	D	
\$5 Par Common Stock	03/02/2004		S <sup>(2)</sup>		500	D	\$ 58.27	296,633	D	
\$5 Par Common Stock	03/02/2004		S <sup>(2)</sup>		200	D	\$ 58.25	296,433	D	
\$5 Par Common Stock	03/02/2004		S <sup>(2)</sup>		800	D	\$ 58.16	295,633	D	
\$5 Par Common Stock	03/02/2004		S <sup>(2)</sup>		3,100	D	\$ 58.15	292,533	D	
\$5 Par Common Stock	03/02/2004		S <sup>(2)</sup>		300	D	\$ 58.14	292,233	D	
\$5 Par Common Stock	03/02/2004		S <sup>(2)</sup>		300	D	\$ 58.13	291,933	D	
\$5 Par Common Stock	03/02/2004		S <sup>(2)</sup>		500	D	\$ 58.12	291,433	D	
\$5 Par Common Stock	03/02/2004		S <sup>(2)</sup>		400	D	\$ 58.1	291,033	D	
\$5 Par Common Stock	03/02/2004		S <sup>(2)</sup>		600	D	\$ 58.09	290,433	D	
\$5 Par Common Stock	03/02/2004		S <sup>(2)</sup>		1,200	D	\$ 58.08	289,233	D	
\$5 Par Common Stock	03/02/2004		S <sup>(2)</sup>		1,100	D	\$ 58.07	288,133	D	
\$5 Par Common Stock	03/02/2004		S <sup>(2)</sup>		1,100	D	\$ 58.06	287,033	D	
\$5 Par Common Stock	03/02/2004		S <sup>(2)</sup>		1,900	D	\$ 58.05	285,133	D	
\$5 Par Common Stock	03/02/2004		S <sup>(2)</sup>		800	D	\$ 58.04	284,333	D	
\$5 Par Common Stock								10,752	I	401(K) Plan
\$5 Par Common Stock								1,000	I	By Spouse <sup>(3)</sup>

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. SEC 1474 (9-02)

**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					

## 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
<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) 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) 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.