

# FORM 4

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

OMB APPROVAL  
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### 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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person* DEMCHAK WILLIAM S		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) ____ Director ____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) Vice Chairman and CFO	
(Last) (First) (Middle) THE PNC FINANCIAL SERVICES GROUP, INC., ONE PNC PLAZA		3. Date of Earliest Transaction (Month/Day/Year) 04/26/2004			
(Street) PITTSBURGH, PA 15222-2707		4. If Amendment, Date Original Filed(Month/Day/Year)		6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person ____ 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)	3A. 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	04/26/2004		p(1)		9,200	A	\$ 52.43	69,310	D	
\$5 Par Common Stock	04/26/2004		p(1)		500	A	\$ 52.44	69,810	D	
\$5 Par Common Stock	04/26/2004		p(1)		2,300	A	\$ 52.45	72,110	D	
\$5 Par Common Stock	04/26/2004		p(1)		700	A	\$ 52.46	72,810	D	
\$5 Par Common Stock	04/26/2004		p(1)		2,200	A	\$ 52.47	75,010	D	
\$5 Par Common Stock	04/26/2004		p(1)		4,200	A	\$ 52.48	79,210	D	
\$5 Par Common Stock	04/26/2004		p(1)		6,300	A	\$ 52.49	85,510	D	
\$5 Par Common Stock	04/26/2004		p(1)		14,400	A	\$ 52.5	99,910	D	
\$5 Par Common Stock	04/26/2004		p(1)		200	A	\$ 52.51	100,110	D	
\$5 Par Common Stock	03/31/2004		j(2)	V	65	A	(3)	65	I	401(k) Plan

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						Title
Phantom Stock Unit	(4)	04/26/2004		j(5)		28,171		(6)	(6)	\$5 Par Common Stock	28,171	\$ 52.75	40,889	I	Deferred Compensation

Phantom Stock Unit	(4)	03/31/2004		J(7)	V	515		(6)	(6)	\$5 Par Common Stock	515	(8)	515	I	Supplemental ISP
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DEMCHAK WILLIAM S THE PNC FINANCIAL SERVICES GROUP, INC. ONE PNC PLAZA PITTSBURGH, PA 15222-2707			Vice Chairman and CFO	

## Signatures

Mark C. Joseph, Attorney-in-Fact for William S. Demchak		04/28/2004
<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) Open market purchase by the reporting person.
- (2) These shares were acquired pursuant to the PNC Incentive Savings Plan.
- (3) Shares acquired pursuant to the PNC Incentive Savings Plan at various prices from 54.43 to 57.66.
- (4) 1 for 1.
- (5) Voluntary reallocation of funds pursuant to the PNC Deferred Compensation Plan, whereby the reporting person acquired phantom stock units.
- (6) Phantom Stock Units will be settled in cash upon distribution from the reporting person's plan account and generally do not expire.
- (7) The reported phantom stock units were acquired pursuant to the PNC Supplemental Incentive Savings Plan.
- (8) Phantom stock units acquired pursuant to the PNC Supplemental Incentive Savings Plan at various prices from 54.43 to 57.66.

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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