

# 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* <b>WHITFORD THOMAS K</b>  (Last) (First) (Middle) <b>THE PNC FINANCIAL SERVICES GROUP, INC., ONE PNC PLAZA</b>  (Street) <b>PITTSBURGH, PA 15222-2707</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>PNC FINANCIAL SERVICES GROUP INC [PNC]</b>  3. Date of Earliest Transaction (Month/Day/Year) <b>05/18/2004</b>  4. If Amendment, Date Original Filed(Month/Day/Year)	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) _____ <b>EVP and Chief Risk Officer</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
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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	05/18/2004		M <sup>(1)</sup>		1,880	A	\$ 43.81	94,041	D	
\$5 Par Common Stock	05/18/2004		F <sup>(1)</sup>		108	D	\$ 53.8	93,933	D	
\$5 Par Common Stock	05/18/2004		F <sup>(1)</sup>		1,530	D	\$ 53.8	92,403	D	
\$5 Par Common Stock	05/18/2004		M <sup>(1)</sup>		12,500	A	\$ 42.5313	104,903	D	
\$5 Par Common Stock	05/18/2004		F <sup>(1)</sup>		803	D	\$ 53.8	104,100	D	
\$5 Par Common Stock	05/18/2004		F <sup>(1)</sup>		9,881	D	\$ 53.8	94,219	D	
\$5 Par Common Stock	05/18/2004		M <sup>(1)</sup>		5,339	A	\$ 50.4688	99,558	D	
\$5 Par Common Stock	05/18/2004		F <sup>(1)</sup>		102	D	\$ 53.8	99,456	D	
\$5 Par Common Stock	05/18/2004		F <sup>(1)</sup>		5,008	D	\$ 53.8	94,448	D	
\$5 Par Common Stock	03/31/2004		J <sup>(2)</sup>	V	181	A	(3)	7,362	I	401(k)Plan
\$5 Par Common Stock	04/24/2004		J <sup>(4)</sup>	V	70	A	\$ 52.515	7,432	I	401(k)Plan

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)	04/24/2004		J <sup>(6)</sup>	V	74		(7)	(7)	\$5 Par Common Stock	74	\$ 52.515	7,894	I	Deferred Compensation Plan
Phantom Stock Unit	(5)	03/31/2004		J <sup>(8)</sup>	V	208		(7)	(7)	\$5 Par Common Stock	208	(9)	4,406	I	Supplemental ISP
Phantom Stock Unit	(5)	04/24/2004		J <sup>(10)</sup>	V	81		(7)	(7)	\$5 Par Common Stock	81	\$ 52.515	4,487	I	Supplemental ISP
Employee Stock Option (Right to Buy)	\$ 43.81	05/18/2004		M		1,880		01/03/2004	01/03/2013	\$5 Par Common Stock	1,880	\$ 0	41,167	D	

Employee Stock Option (Right-to-Buy)	\$ 50.4688	05/18/2004		M		5,339	02/17/2000	02/17/2009	\$5 Par Common Stock	5,339	\$ 0	12,921	D
Employee Stock Option (Right-to-Buy) Reload Option	\$ 53.8	05/18/2004		A	1,638		05/18/2005	01/03/2013	\$5 Par Common Stock	1,638	\$ 0	1,638	D
Employee Stock Option (Right-to-Buy) Reload Option	\$ 53.8	05/18/2004		A	10,684		05/18/2005	02/16/2010	\$5 Par Common Stock	10,684	\$ 0	10,684	D
Employee Stock Option (Right-to-Buy) Reload Option	\$ 53.8	05/18/2004		A	5,110		05/18/2005	02/17/2009	\$5 Par Common Stock	5,110	\$ 0	5,110	D
Employee Stock Option Right-to-Buy	\$ 42.5312	05/18/2004		M		12,500	02/16/2001	02/16/2010	\$5 Par Common Stock	12,500	\$ 0	12,500	D

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WHITFORD THOMAS K THE PNC FINANCIAL SERVICES GROUP, INC. ONE PNC PLAZA PITTSBURGH, PA 15222-2707			EVP and Chief Risk Officer	

## Signatures

Mark C. Joseph, Attorney-In-Fact for Thomas K. Whitford		05/20/2004
<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) 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) Dividend Reinvestment Shares acquired.
  - (5) 1 for 1.
  - (6) Phantom Stock Units received as dividend equivalents under the PNC Deferred Compensation 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) The reported phantom stock units were acquired pursuant to the PNC Supplemental Incentive Savings Plan.
  - (9) Phantom stock units acquired pursuant to the PNC Supplemental Incentive Savings Plan at various prices from 54.43 to 57.66.
  - (10) 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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