

# 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>PUDLIN HELEN P</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>08/26/2004</b>  4. If Amendment, Date Original Filed(Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ X Officer (give title below) _____ Other (specify below) _____ <b>SVP and General Counsel</b>  6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person 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	08/26/2004		M(1)		10,000	A	\$ 42.5312	78,940	D	
\$5 Par Common Stock	08/26/2004		F(1)		7,948	D	\$ 53.51	70,992	D	
\$5 Par Common Stock	08/26/2004		F(1)		629	D	\$ 53.51	70,363	D	
\$5 Par Common Stock	08/26/2004		M(1)		12,666	A	\$ 43.81	83,029	D	
\$5 Par Common Stock	08/26/2004		F(1)		10,369	D	\$ 53.51	72,660	D	
\$5 Par Common Stock	08/26/2004		F(1)		704	D	\$ 53.51	71,956	D	
\$5 Par Common Stock								10	I	UTMA by self for son (2)
\$5 Par Common Stock								6	I	UTMA by spouse for daughter (3)

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

SEC 1474 (9-02)  
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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	(4)	04/24/2004		J(5)	V	36		(6)	(6)	\$5 Par Common Stock	36	\$ 52.515	3,857	I	Deferred Compensation Plan
Phantom Stock Unit	(4)	07/24/2004		J(5)	V	39		(6)	(6)	\$5 Par Common Stock	39	\$ 49.695	3,896	I	Deferred Compensation Plan
Employee Stock Option (Right to Buy)	\$ 43.81	08/26/2004		M(1)		12,666		01/03/2004	01/03/2013	\$5 Par Common Stock	12,666	\$ 0	25,334	D	

Employee Stock Option (Right-to-Buy) Reload Option	\$ 53.51	08/26/2004		A	8,577	08/26/2005	02/16/2010	\$5 Par Common Stock	8,577	\$ 0	8,577	D
Employee Stock Option Right-to-Buy	\$ 42.5312	08/26/2004		M(1)	10,000	02/16/2001	02/16/2010	\$5 Par Common Stock	10,000	\$ 0	10,000	D
Employee Stock Option (Right-to-Buy) Reload Option	\$ 53.51	08/26/2004		A	11,073	08/26/2005	01/03/2013	\$5 Par Common Stock	11,073	\$ 0	11,073	D

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PUDLIN HELEN P THE PNC FINANCIAL SERVICES GROUP, INC. ONE PNC PLAZA PITTSBURGH, PA 15222-2707			SVP and General Counsel	

## Signatures

Mark C. Joseph, Attorney-in-Fact for Helen P. Pudlin	08/30/2004
<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 are maintained in a brokerage account registered in the name of the reporting person as Custodian Under the Pennsylvania Uniform Transfers to Minors Act. 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 purpose.  
These shares are maintained in a brokerage account registered in the name of the reporting person's spouse as Custodian Under the Pennsylvania Uniform Transfers to Minors Act. The reporting person
- (3) 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 purpose.
- (4) 1 for 1.
- (5) Phantom Stock Units received as dividend equivalents under the PNC Deferred Compensation Plan.
- (6) Phantom Stock Units will be settled in cash upon distribution from the reporting person's plan account and generally do not expire.

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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