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

FORM 8-K

CURRENT REPORT PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934

July 31, 2002
Date of Report (Date of earliest event reported)

THE PNC FINANCIAL SERVICES GROUP, INC.
(Exact name of registrant as specified in its charter)

Commission File Number 1-9718

Pennsylvania
(State or other jurisdiction of
incorporation or organization)

25-1435979
(I.R.S. Employer
Identification No.)

One PNC Plaza
249 Fifth Avenue
Pittsburgh, Pennsylvania 15222-2707
(Address of principal executive offices)
(Zip Code)

(412) 762-1553
(Registrant's telephone number, including area code)

(Former name or former address, if changed since last report)

Item 5. Other Events and Regulation FD Disclosure.

On July 31, 2002, David F. Girard-diCarlo resigned as a director of The PNC Financial Services Group, Inc. ("PNC") and its principal bank subsidiary, PNC Bank, National Association ("PNC Bank"), effective August 1, 2002. A copy of Mr. Girard-diCarlo's resignation letter is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

On August 1, 2002, PNC announced that Joseph C. Guyaux has been named President of PNC and PNC Bank, pending regulatory approval. Mr. Guyaux previously served as Chief Executive Officer of PNC's Regional Community Bank and in that capacity already was an executive officer of PNC. Accordingly, information regarding Mr. Guyaux is included in PNC's filings with the Commission.

Item 7. Financial Statements and Exhibits.

(c) Exhibits.

The exhibits listed on the Exhibit Index on page 4 of this Form 8-K are filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

THE PNC FINANCIAL SERVICES GROUP, INC.
(Registrant)

Date: August 7, 2002

By: /s/ Robert L. Haunschild

Robert L. Haunschild
Senior Vice President and Chief
Financial Officer

EXHIBIT INDEX

Exhibit Number	Description
99.1	Letter from David F. Girard-diCarlo to James E. Rohr. Filed herewith.

July 31, 2002

Mr. James E. Rohr
Chairman, President,
and Chief Executive Officer
The PNC Financial Services Group, Inc.
One PNC Plaza
249 Fifth Avenue
Pittsburgh, PA 15222-2707

Dear Jim:

As we all know, over the past several months, the issue of the independence of directors of publicly held companies has become a major point of debate which has been reflected in the new federal legislation (Sarbanes-Oxley) signed into law by President Bush this week. As well, the issue of the independence of directors has increasingly become a focal point of the federal banking agencies, the stock exchanges, the SEC, shareholder advocacy groups, shareholders in general and the media.

Given my law firm's history of providing services to PNC, it is my belief that it is in the best interests of PNC to avoid potential criticism relating to even the appearance of my not being deemed independent - even though I know, and I am certain all who have worked with me over the years as a Director know, that I have been and continue to function independently. Accordingly, it is with regret that I feel compelled to and hereby do resign as a member of the Board of Directors of PNC Financial Services Group, Inc. and PNC Bank, N.A. (collectively "PNC"), effective August 1, 2002.

I have every confidence in PNC, its resilience, its ability to confront successfully its current challenges and its ability to prosper. However, in light of the challenges facing PNC, I would not want PNC's progress to be tempered or impeded in any way by how my status might be viewed under the new rules and in this new business climate.

My tenure on PNC's Board and on the Boards of its predecessors Midlantic Corporation and Continental Bank has been among the most stimulating and rewarding experiences of my life. In fact, I believe I am the only current Board member to have served on all three Boards. Accordingly, my decision is most difficult. At the risk of stating what I hope is obvious, I will miss you and my other colleagues on the Board very much.

Sincerely yours,

/s/ David F. Girard-diCarlo

David F. Girard-diCarlo

cc: Thomas R. Moore, Corporate Secretary
Helen P. Pudlin, Esq., General Counsel

Board of Directors:
PNC Financial Services Group, Inc. & PNC Bank, N.A.