
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

February 1, 2006
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 001-09718

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, including zip code)

(412) 762-2000
(Registrant's telephone number, including area code)

Not Applicable
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
-

Item 2.02 Results of Operations and Financial Condition.

On February 1, 2006, James E. Rohr, Chairman and Chief Executive Officer of The PNC Financial Services Group, Inc. (the "Corporation"), gave a presentation to investors at the Citigroup Financial Services Conference in New York, New York. This presentation was accompanied by a series of electronic slides that included information pertaining to the financial results and business strategies of the Corporation. A copy of these slides and related material is included in this report as Exhibit 99.1 and is furnished herewith.

Item 9.01 Financial Statements and Exhibits.

(c) Exhibits. The exhibit listed on the Exhibit Index accompanying this Form 8-K is furnished herewith.

SIGNATURE

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 hereunto duly authorized.

THE PNC FINANCIAL SERVICES GROUP, INC.
(Registrant)

Date: February 1, 2006

By: _____ /s/ SAMUEL R. PATTERSON
Samuel R. Patterson
Controller

EXHIBIT INDEX

<u>Number</u>	<u>Description</u>	<u>Method of Filing</u>
99.1	Slide presentation and related material for the Citigroup Financial Services Conference on February 1, 2006	Furnished herewith



The PNC Financial Services Group, Inc.

Citigroup Financial Services Conference

New York, NY
February 1, 2006

Cautionary Statement Regarding Forward-Looking Information

This presentation contains forward-looking statements regarding our outlook or expectations relating to PNC's future business, operations, financial condition, financial performance and asset quality. Forward-looking statements are necessarily subject to numerous assumptions, risks and uncertainties.

The forward-looking statements in this presentation are qualified by the factors affecting forward-looking statements identified in the more detailed Cautionary Statement included in the Appendix, as well as those factors previously disclosed in our 2004 annual report on Form 10-K, our third quarter 2005 report on Form 10-Q, and other SEC reports (accessible on the SEC's website at www.sec.gov and on or through our corporate website at www.pnc.com).

Future events or circumstances may change our outlook or expectations and may also affect the nature of the assumptions, risks and uncertainties to which our forward-looking statements are subject. The forward-looking statements in this presentation speak only as of the date of this presentation. We do not assume any duty and do not undertake to update those statements.

This presentation may also include a discussion of non-GAAP financial measures, which, to the extent not so qualified therein or in the Appendix, is qualified by GAAP Investors." reconciliation information available on our corporate website at www.pnc.com under "For



Key Messages

- ▶ Accomplished a great deal in 2005
- ▶ Maintained a moderate risk profile that is key to improving consistency
- ▶ Executing strategies to improve operating leverage

2005 Highlights

- ▶ Record year – Earned \$1.3 billion
- ▶ Strong client activity – business segment earnings* grew 18%
- ▶ Strong revenue growth
- ▶ Average loans and deposits continued to grow
- ▶ Improved operating leverage in 4th quarter
 - One PNC initiative ahead of schedule
- ▶ Managed capital effectively and invested in PNC
- ▶ Overall asset quality remained very strong

* Total business segment earnings are reconciled to total GAAP consolidated earnings in the Appendix

Financial Highlights

	Year Ended December 31, 2005
Net income	\$1.3 billion
EPS (diluted)	\$4.55
ROCE	16.6%
Noninterest income to total revenue	66%
Loans to deposits*	81%

* Loans to deposits as of December 31, 2005



Investing in Our Future Growth

- ▶ Strengthened management team
 - ▶ Investments to grow organically
 - Expanding and refurbishing branch system
 - Enhancing technology capabilities
 - Broadening product set
 - ▶ Value-added acquisitions
 - Riggs – expanding into growth market
 - State Street Research – fueling continued fee growth
 - Harris Williams – providing additional product and distribution capabilities
-



PNC – A Diversified Financial Services Company

Business Leadership

▶ Retail Banking

- A leading community bank in PNC major markets
- Top 10 SBA lender in the U.S.
- One of the nation's largest wealth management firms

▶ Corporate & Institutional Banking

- Top 10 Treasury Management business
- The nation's second largest lead arranger of asset-based loan participations
- Harris Williams one of the nation's largest advisory firms for middle market companies

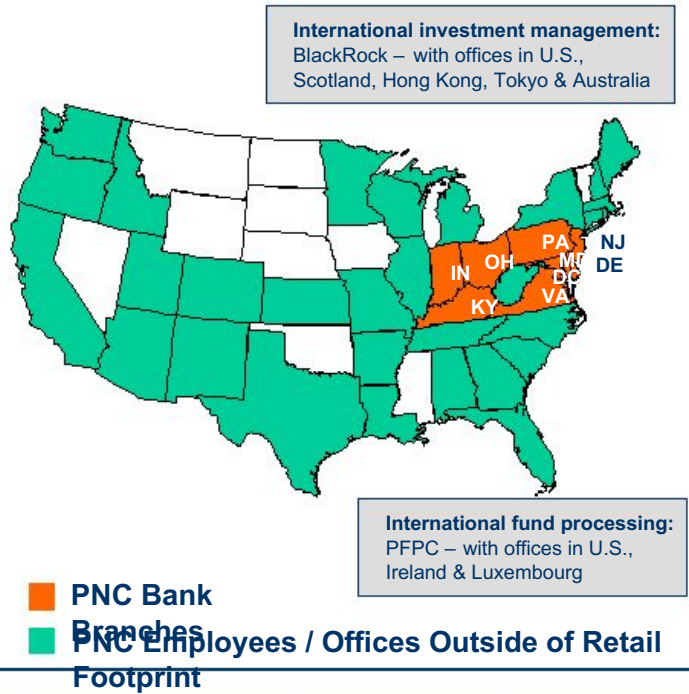
▶ PFPC

- Among the largest providers of mutual fund transfer agency and accounting administration services in the U.S.

▶ BlackRock

- One of the nation's largest publicly traded managers

Regional, National and International



Key Messages

▶ Accomplished a great deal in 2005

▶ Maintained a moderate risk profile that is key to improving consistency

- Credit risk
- Interest rate risk

▶ Executing strategies to improve operating leverage

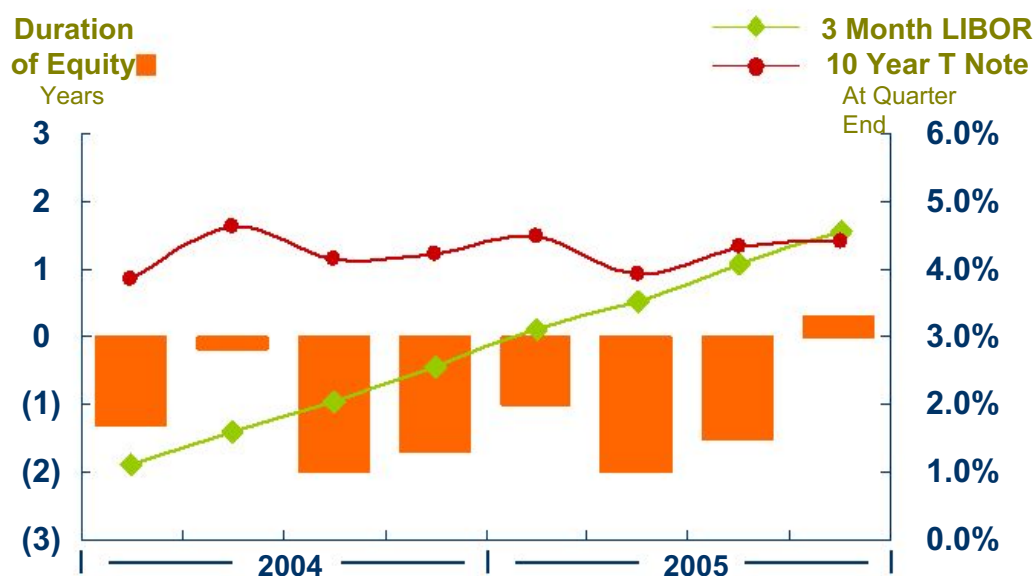
Disciplined Approach Leads to Strong Credit Risk Profile

Lending Profile <small>(As of December 31,</small>	Strong Asset Quality	
<p>Commercial</p> <ul style="list-style-type: none"> ▶ Diverse <ul style="list-style-type: none"> - No large industry concentration ▶ Granular <ul style="list-style-type: none"> - Only 2% of commercial lending exposure investment grade and >\$50 million ▶ Targeted <ul style="list-style-type: none"> - Focused on clients that meet risk-adjusted returns <p>Consumer</p> <ul style="list-style-type: none"> ▶ Home equity portfolio statistics <ul style="list-style-type: none"> - % of first lien positions 46% - Weighted average loan to value 68% - Weighted average FICO scores 728 	<p>December 31, 2005</p> <p>Nonperforming loans to loans 0.39%</p> <p>Net charge-offs average loans (full year 2005) <i>Excluding \$53 million loan recovery in 2Q05</i> 0.06%</p> <p>Allowance for loan and leases to loans 1.21%</p> <p>Source: SNL DataSource; PNC as reported Peer group represents average of super-regional banks identified in the Appendix. Peer group excludes PNC.</p>	<p>Peer Group</p> <p>0.32%</p> <p>0.38%</p> <p>0.18%</p> <p>1.15%</p>



Our Approach to Interest Rate Risk: Preserve and Optimize Long-Term Value

Neutral Duration of Equity Positions Us Well in This Environment



Key Messages

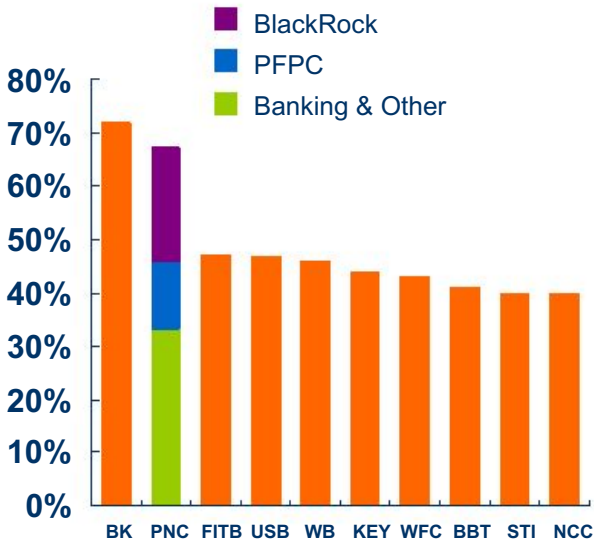
- ▶ Accomplished a great deal in 2005
- ▶ Maintained a moderate risk profile that is key to improving consistency

- ▶ **Executing strategies to improve operating leverage**

- Invest in and grow fee-based businesses
- Grow net interest income
- Make expense control part of our culture

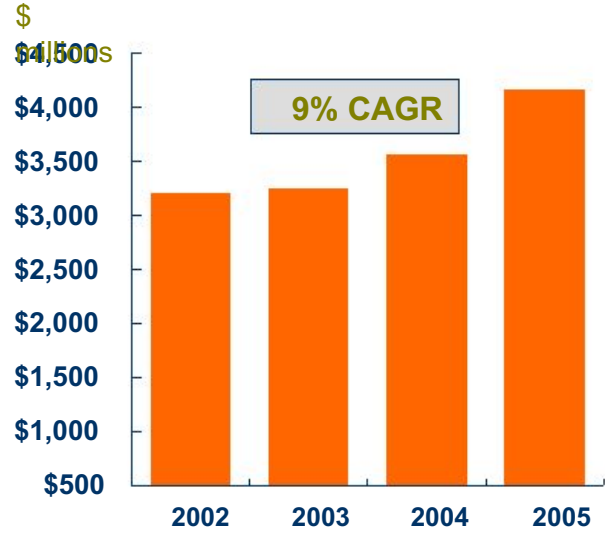
Fee-Based Businesses Differentiate PNC

Noninterest Income to Total Revenue Strong Noninterest Income



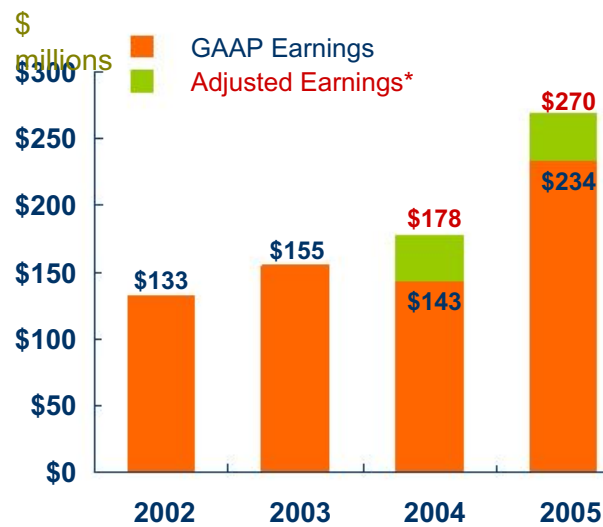
Information for the quarter ended
 PNC's accounts calculated in the
 Appendix SNL DataSource

Consolidated Noninterest Income



BlackRock – A Growth Engine

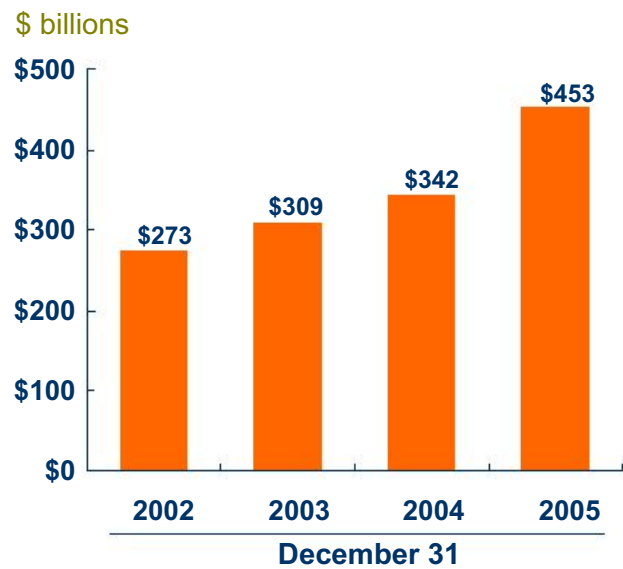
Earnings



* Reflects adjusted earnings for 2004 and 2005 as presented in BlackRock's publicly available filings and are reconciled to GAAP in the

Appendix

Assets Under Management



PFPC – Strong Growth

Strategies to Drive Growth

- ▶ Improve efficiency
- ▶ Expand offshore
- ▶ Invest in and grow alternative investment products

Servicing Statistics

	<u>December 31</u>	
	<u>2005</u>	<u>% Change vs. 2004</u>
<u>Assets serviced (\$ billions)</u>		
Accounting / administration	\$830	+15%
Domestic	\$754	+14%
Offshore	\$76	+25%
<u>Shareholder accounts (in millions)</u>		
Transfer agency	19	-10%
Subaccounting	43	+19%
Earnings (\$ millions)	\$104	+49%

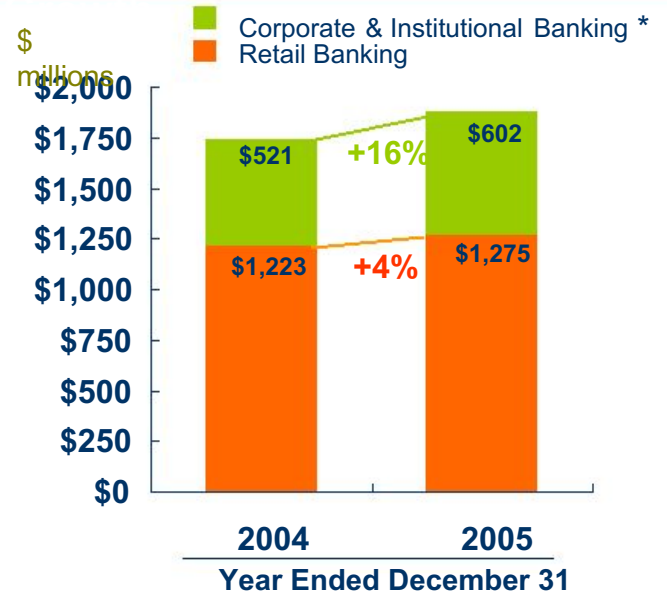


Banking – Growing Fee Income

Strategies to Drive Growth

- ▶ Geographic expansion
- ▶ Diversify product set
- ▶ Increase product penetration
- ▶ Leverage technology

Strong Noninterest Income

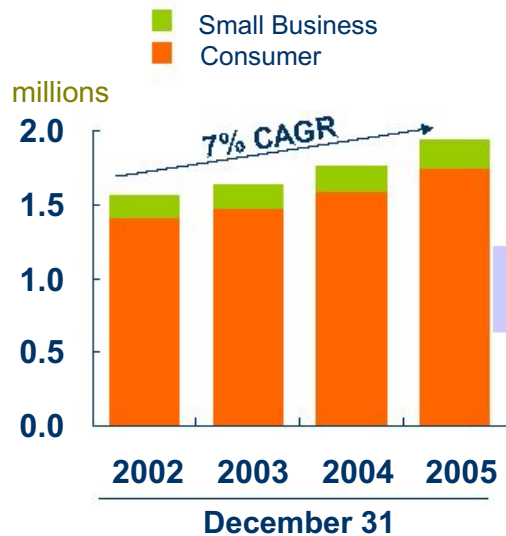


* Corporate & Institutional Banking reported noninterest income for the years ended 12/31/04 and 12/31/05 was \$573 million and \$609 million, respectively; chart excludes net gains on institutional loans held for sale of \$52 million and \$7 million, respectively.



Increasing and Deepening Checking Relationships

Retail Banking Checking Customer Base



...Provides Opportunities for Deepening Relationships

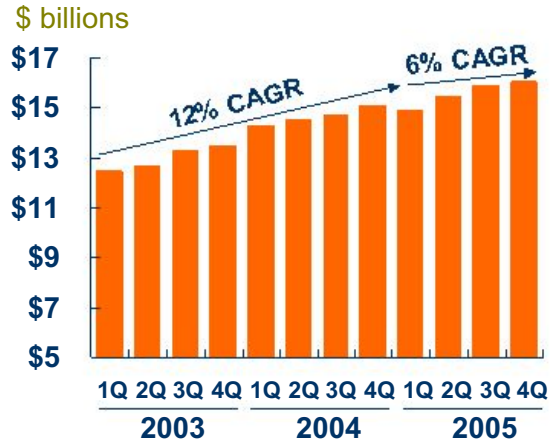
	<u>Growth*</u>
Average home equity loans	+15%
Consumer on-line banking users	+19%
Consumer on-line bill-pay users	+81%

* Growth is for 2005 vs. 2004

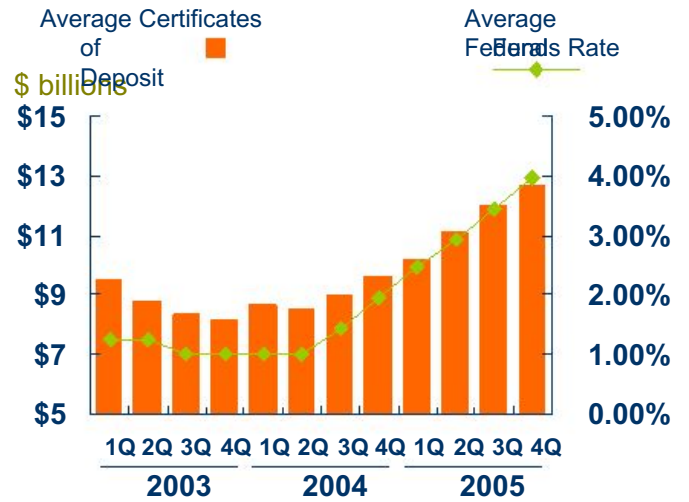
Growing a Valuable Core Deposit Base

Relationship Strategy Generating Deposit Growth

Retail Banking Average Demand Deposits



Retail Banking Average Certificates of Deposit



Growing Deposits Faster Than Our Peers

Deposit Increase Compared to Peers

Average Balances	2005 vs. 2004	
	PNC	Peer Median
Total interest-bearing deposits	18%	10%
Total noninterest-bearing deposits	11%	10%
Total deposits	16%	9%

Source: SNL

Peer Source: Peer Source of super-regional banks as identified in the Appendix excluding

PNC



Noninterest-Bearing Deposits Becoming More Valuable

PNC's High Percentage of Noninterest-Bearing Funding

Average Noninterest-Bearing Deposits to Average Earning Assets

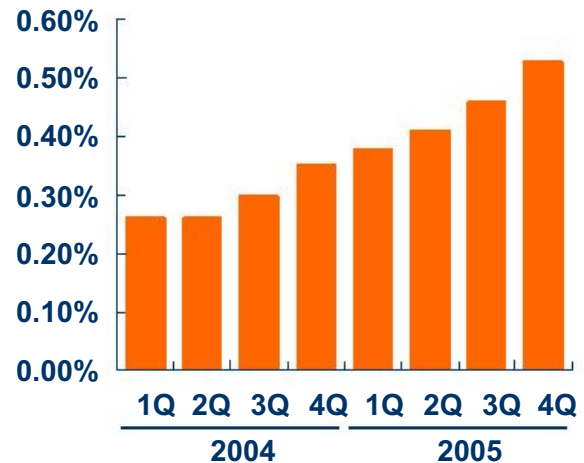
4Q05

WFC	23 %
BK	19
PNC	18
USB	16
STI	16
KEY	16
FITB	15
WB	15
NCC	14
BBT	14

Source: SNL
DataSource

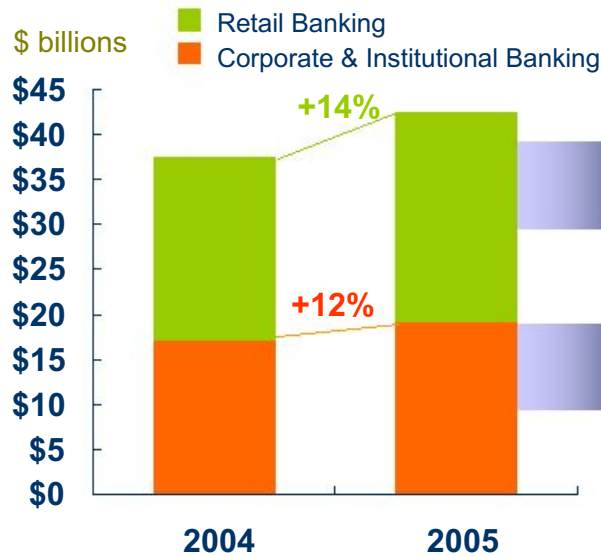
Rising Interest Rates Increase PNC's Noninterest-Bearing

Impact of Noninterest-Bearing Sources on PNC's Net Interest Margin



Improving Execution Driving Loan Growth

Average Loans Outstanding



Drivers of Growth

Retail Banking

- ▶ Focus on home equity loan product
- ▶ Offering enhanced Business Banking product set

Corporate & Institutional Banking

- ▶ Leveraging national distribution in Commercial Real Estate and Asset Based Lending
- ▶ Delivering superior product set to market clients

An Opportunity to Increase Securities Yields

Retained Portfolio Flexibility

As of December 31, 2005

- ▶ Effective duration of 2.6 years
- ▶ Weighted-average life of 4.0 years
- ▶ 11% is floating rate
- ▶ 16% matures or re-prices in next twelve months

Increasing Yields on Securities

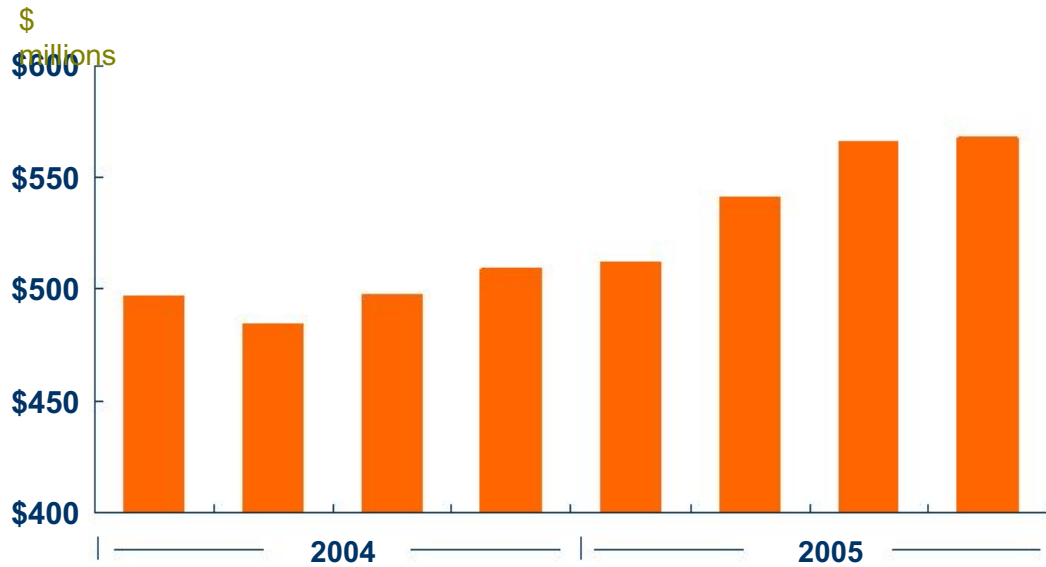
	Yield on Securities Portfolio		
	4Q05	4Q04	Change
BK	4.44 %	3.68 %	+76bp
PNC	4.49	3.85	+64bp
USB	4.85	4.38	+47bp
WB	5.30	4.87	+43bp
STI	4.47	4.06	+41bp
BBT	4.29	3.98	+31bp
KEY	4.78	4.52	+26bp
WFC	5.81	5.62	+19bp
FITB	4.41	4.21	+20bp
NCC	5.14	5.07	+07bp

Source: SNL DataSource and company filings



Net Interest Income Improving

Consolidated Net Interest Income (Taxable-Equivalent Basis)



Net interest income on a taxable-equivalent basis is reconciled to GAAP net interest income in the Appendix



One PNC – Driving Improved Operating Leverage

Building a More Competitive Company

Expected Outcomes	Update – As of 12/31/05
▶ Eliminate 3,000 positions	▶ 1,800 positions eliminated
▶ Implement 2,400 ideas	▶ 88% of ideas are complete or in process
▶ Achieve \$400 million of total value	▶ Delivered \$90 million in 2005. On track to capture \$400 million of value by 2007

Summary

- ▶ Accomplished a great deal in 2005
- ▶ Maintained a moderate risk profile that is key to improving consistency
- ▶ Executing strategies to improve operating leverage



Appendix

Cautionary Statement Regarding Forward-Looking Information

We make statements in this presentation, and we may from time to time make other statements, regarding our outlook or expectations for earnings, revenues, expenses and/or other matters regarding or affecting PNC that are forward-looking statements within the meaning of the Private Securities Litigation Reform Act. Forward-looking statements are typically identified by words such as "believe," "expect," "anticipate," "intend," "outlook," "estimate," "forecast," "project" and other similar words and expressions.

Forward-looking statements are subject to numerous assumptions, risks and uncertainties, which change over time. Forward-looking statements speak only as of the date they are made. We do not assume any duty and do not undertake to update our forward-looking statements. Actual results or future events could differ, possibly materially, from those that we anticipated in our forward-looking statements, and future results could differ materially from our historical performance.

In addition to factors that we have disclosed in our 2004 annual report on Form 10-K, our third quarter 2005 report on Form 10-Q, and in other reports that we file with the SEC (accessible on the SEC's website at www.sec.gov and on or through PNC's corporate website at www.pnc.com), PNC's forward-looking statements are subject to, among others, the following risks and uncertainties, which could cause actual results or future events to differ materially from those that we anticipated in our forward-looking statements or from our historical performance:

- changes in political, economic or industry conditions, the interest rate environment, or the financial and capital markets (including as a result of ~~action~~ Federal Reserve Board affecting interest rates, the money supply, or otherwise reflecting changes in monetary policy), which could affect: (a) credit quality and the extent of our credit losses; (b) the extent of funding of our unfunded loan commitments and letters of credit; (c) our allowances ~~for~~ and lease losses and unfunded loan commitments and letters of credit; (d) demand for our credit or fee-based products and services; (e) our ~~interest~~ interest income; (f) the value of assets under management and assets serviced, of private equity investments, of other debt and equity investments, of loans held for sale, or of other on-balance sheet or off-balance sheet assets; or (g) the availability and terms of funding necessary to meet our liquidity needs;
- the impact on us of legal and regulatory developments, including the following: (a) the resolution of legal proceedings or regulatory and other governmental inquiries; (b) increased litigation risk from recent regulatory and other governmental developments; (c) the results of the ~~regulatory~~ regulatory process, our failure to satisfy the requirements of agreements with governmental agencies, and regulators' future use of supervisory and enforcement tools; (d) legislative and regulatory reforms, including changes to tax and pension laws; and (e) changes in accounting policies ~~and~~ principles, with the impact of any such developments possibly affecting our ability to operate our businesses or our financial condition or results operations or our reputation, which in turn could have an impact on such matters as business generation and retention, our ability to attract and retain management, liquidity and funding;
- the impact on us of changes in the nature and extent of our competition;
- the introduction, withdrawal, success and timing of our business initiatives and strategies;



Cautionary Statement Regarding Forward-Looking Information (continued)

- customer acceptance of our products and services, and our customers' borrowing, repayment, investment and deposit practices;
- the impact on us of changes in the extent of customer or counterparty delinquencies, bankruptcies or defaults, which could affect, among other things, and asset quality risk and our provision for credit losses;
- the ability to identify and effectively manage risks inherent in our businesses;
- how we choose to redeploy available capital, including the extent and timing of any share repurchases and acquisitions or other investments in businesses;
- the impact, extent and timing of technological changes, the adequacy of intellectual property protection, and costs associated with obtaining rights in intellectual property claimed by others;
- the timing and pricing of any sales of loans or other financial assets held for sale;
- our ability to obtain desirable levels of insurance and to successfully submit claims under applicable insurance policies;
- the relative and absolute investment performance of assets under management; and
- the extent of terrorist activities and international hostilities, increases or continuations of which may adversely affect the economy and financial capital markets generally or us specifically.

Our future results are likely to be affected significantly by the results of the implementation of our One PNC initiative, as discussed in this presentation. The amounts of our anticipated cost savings and revenue enhancements are based to some extent on estimates and assumptions regarding business performance and expenses, and these estimates and assumptions may prove to be inaccurate in some respects. Some or all of the above factors may cause the anticipated expense savings and revenue enhancements from that initiative not to be achieved in their entirety, not to be accomplished within the expected time frame, or to result in implementation charges beyond those currently contemplated or some other unanticipated adverse consequences. Furthermore, the implementation of cost savings ideas may have unintended impacts on our ability to attract and retain business and customers, while revenue enhancement ideas may not be successful in the marketplace or may result in unintended costs. Assumed attrition required to achieve workforce reductions may not come in the right places or at the right times to meet planned goals.

In addition, we grow our business from time to time by acquiring other financial services companies. Acquisitions in general present us with a number of risks and uncertainties related both to the acquisition transactions themselves and to the integration of the acquired businesses into PNC after closing. In particular, acquisitions may be substantially more expensive to complete (including the integration of the acquired company) and the anticipated benefits, including anticipated cost savings and strategic gains, may be significantly harder or take longer to achieve than expected. As a regulated financial institution, our



Cautionary Statement Regarding Forward-Looking Information (continued)

pursuit of attractive acquisition opportunities could be negatively impacted due to regulatory delays or other regulatory issues. Regulatory and/or legal issues of an acquired business may cause reputational harm to PNC following the acquisition and integration of the acquired business into ours and may result in additional future costs and expenses arising as a result of those issues. Recent acquisitions, including our acquisition of Riggs National Corporation, ~~represent~~ the integration and other post-closing risks and uncertainties described above.

You can find additional information on the foregoing risks and uncertainties and additional factors that could affect the results anticipated in our forward-~~looking~~ statements or from our historical performance in the reports that we file with the SEC. You can access our SEC reports on the SEC's website at ~~www.sec.gov~~ and ~~through~~ our corporate website at www.pnc.com.

Also, risks and uncertainties that could affect the results anticipated in forward-looking statements or from historical performance relating to our majority-owned subsidiary BlackRock, Inc. are discussed in more detail in BlackRock's filings with the SEC, accessible on the SEC's website and on or through BlackRock's website at www.blackrock.com.

Any annualized, proforma, estimated, third party or consensus numbers in this presentation are used for illustrative or comparative purposes only and may ~~not~~ reflect actual results. Any consensus earnings estimates are calculated based on the earnings projections made by analysts who cover that company.

~~The~~ analysts' opinions, estimates or forecasts (and therefore the consensus earnings estimates) are theirs alone, are not those of PNC or its management, and may not reflect PNC's actual or anticipated results.



Non-GAAP to GAAP Reconciliation

Appendix

Business Earnings and Return on Capital

\$ millions	For the year ended December			
	31	Earnings		Return on
	2005	2004	% Change*	Avg Capital 2005
Business segments				
Retail Banking	\$682	\$610		24%
Corporate & Institutional Banking	480	443		28%
BlackRock	234	143		28%
PFPC	104	70		32%
Total business segments	1,500	1,266	18%	26%
Minority interest in income of BlackRock	(71)	(42)		
Other	(104)	(27)		
Total consolidated	\$1,325	\$1,197	11%	17%

* Percentages for BlackRock and PFPC reflect return on average equity



Non-GAAP to GAAP Reconciliation

Appendix

Noninterest Income to Total Revenue*

\$ millions

	Quarter Ended 12/31/05		
	Noninterest Income	Consolidated Total Revenue	Noninterest Income to Consolidated Total Revenue*
BlackRock	\$369		21.6%
PFPC	215		12.6%
Banking businesses	515		30.2%
Other	52		3.0%
			} 33.2%
Total consolidated	\$1,151	\$1,706	67.4%

* Sum of net interest income and noninterest income



Non-GAAP to GAAP Reconciliation

Appendix

BlackRock Adjusted Earnings

\$ millions, except earnings per share

(a) While BlackRock reports its financial results using accounting principles generally accepted in the United States of America (GAAP), management believes that evaluating its ongoing operating results may not be as useful if investors are limited to reviewing only GAAP financial measures. Management reviews non-GAAP financial measures to assess ongoing operations, and for the reasons described below, considers them to be effective indicators, for both management and investors, of BlackRock's profitability and financial performance over time. Nevertheless, BlackRock's management does not advocate that investors consider such non-GAAP financial measures in isolation from, or as a substitute for, financial information prepared in accordance with GAAP.

Net income, as adjusted, and diluted earnings per share, as adjusted, have been derived from BlackRock's consolidated financial statements, as follows:

	Three months ended			Year ended	
	December 31,		September 30,	December 31,	
	2005	2004	2005	2005	2004
Net income, GAAP basis	\$72,919	\$49,752	\$61,119	\$233,908	\$143,141
Add back: PIC's LTIP funding requirement	7,744	6,870	7,757	30,610	53,569
SSR acquisition costs	-	635	-	5,590	635
Release of reserves related to the New York State tax audit	-	(9,545)	-	-	(18,064)
Impact of Trepo sale	-	-	-	(486)	(1,572)
Net income, as adjusted	80,663	47,712	68,876	269,622	177,709
Diluted earnings per share, GAAP basis	\$1.09	\$0.75	\$0.92	\$3.50	\$2.17
Diluted earnings per share, as adjusted	\$1.21	\$0.72	\$1.03	\$4.03	\$2.69

We believe that net income, as adjusted, and diluted earnings per share, as adjusted, are effective measurements of BlackRock's historical profitability and financial performance. The LTIP expense associated with awards to be met by PIC's funding requirement has been excluded from net income, as adjusted, and diluted earnings per share, as adjusted, because these charges do not result in an economic cost to the Company and, exclusive of the impact related to LTIP participants' put options, these charges will not impact BlackRock's book value. SSR acquisition costs consist of certain compensation costs and professional fees. Compensation cost reflected in this amount represents direct incentives related to alternative product performance fees generated in 2004 by SSR employees, assumed in conjunction with the acquisition and settled by BlackRock with no future service requirement. Net income, as adjusted, and diluted earnings per share, as adjusted, exclude this amount because it does not relate to the current period's operations. Professional fees reflected in this amount, which have been deemed non-recurring by management, have been excluded from net income, as adjusted, and diluted earnings per share, as adjusted, to help ensure the comparability of this information to prior reporting periods.



Non-GAAP to GAAP Reconciliation

Appendix

Consolidated Net Interest Income

\$ millions

	<u>1Q04</u>	<u>2Q04</u>	<u>3Q04</u>	<u>4Q04</u>
Net interest income, GAAP	\$494	\$481	\$491	\$503
Taxable-equivalent adjustment	<u>3</u>	<u>4</u>	<u>7</u>	<u>6</u>
Net interest income, taxable-equivalent basis	\$497	\$485	\$498	\$509
	<u>1Q05</u>	<u>2Q05</u>	<u>3Q05</u>	<u>4Q05</u>
Net interest income, GAAP	\$506	\$534	\$559	\$555
Taxable-equivalent adjustment	<u>6</u>	<u>7</u>	<u>7</u>	<u>13</u>
Net interest income, taxable-equivalent basis	\$512	\$541	\$566	\$568



Peer Groups

Appendix

Super-Regional Banks

BB&T Corporation
The Bank of New York Company, Inc.
Fifth Third Bancorp
KeyCorp
National City Corporation
The PNC Financial Services Group, Inc.
SunTrust Banks, Inc.
U.S. Bancorp
Wachovia Corporation
Wells Fargo & Company

Ticker

BBT
BK
FITB
KEY
NCC
PNC
STI
USB
WB
WFC

