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

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 OR 15(d) of The Securities Exchange Act of 1934**

**February 28, 2007**

**Date of Report (Date of earliest event reported)**

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**THE PNC FINANCIAL SERVICES GROUP, INC.**

(Exact name of registrant as specified in its charter)

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**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)

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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))
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**Item 1.01. Entry into a Material Definitive Agreement.**

On February 28, 2007, The PNC Financial Services Group, Inc. ("PNC") executed an amendment to the Rights Agreement, dated as of May 15, 2000 and amended on January 1, 2003, between PNC and Computershare Investor Services, LLC, as successor-in-interest to The Chase Manhattan Bank, as Rights Agent (the "Rights Agreement"), accelerating the final expiration date of the outstanding rights to purchase shares of Series G Junior Participating Preferred Share Purchase Rights (the "Rights") from May 25, 2010 to February 28, 2007. The effect of this amendment is that the outstanding Rights expired on February 28, 2007, and the shareholders' rights plan pursuant to which Rights were issued is of no further force or effect.

The foregoing summary of the amendment to the Rights Agreement is qualified in its entirety by reference to the full text of the amendment, which is filed as Exhibit 4.1 hereto, the full text of the Rights Agreement prior to the amendment, which was filed as Exhibit 1 to the Company's Form 8-A as filed with the Securities and Exchange Commission on May 23, 2000, and the full text of the First Amendment to the Rights Agreement dated January 1, 2003, which was filed as Exhibit 4.8 to the Annual Report on Form 10-K for the Year Ended December 31, 2002, each of which is incorporated herein by reference.

**Item 1.02. Termination of a Material Definitive Agreement.**

The information set forth under Item 1.01 above is incorporated by reference into this Item 1.02.

**Item 3.03. Material Modification to Rights of Securities Holders.**

The information set forth under Item 1.01 above is incorporated by reference into this Item 3.03.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

4.1 Second Amendment to Rights Agreement

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**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: March 6, 2007

By: /s/ Samuel R. Patterson  
Samuel R. Patterson  
*Controller*

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**EXHIBIT INDEX**

<u>Number</u>	<u>Description</u>	<u>Method of Filing</u>
4.1	Second Amendment to Rights Agreement, dated as of February 28, 2007, dated as of May 15, 2000 and amended on January 1, 2003, between The PNC Financial Services Group, Inc. and Computershare Investor Services, LLC, as successor-in-interest to The Chase Manhattan Bank, as Rights Agent.	Filed herewith.

**SECOND AMENDMENT TO  
RIGHTS AGREEMENT**

**THIS SECOND AMENDMENT** (this "Amendment"), dated as of February 28, 2007, to the Rights Agreement, dated as of May 15, 2000 (as amended on January 1, 2003, the "Rights Agreement"), between The PNC Financial Services Group, Inc., a Pennsylvania corporation (the "Company"), and Computershare Investor Services, LLC as successor-in-interest to The Chase Manhattan Bank, as Rights Agent (the "Rights Agent").

**RECITALS**

**WHEREAS**, the Company and the Rights Agent have heretofore executed and entered into the Rights Agreement.

**WHEREAS**, the Board of Directors of the Company has determined to amend the Rights Agreement to cause it to expire in accordance with the terms thereof as of the date hereof.

**WHEREAS**, pursuant to Section 27 of the Rights Agreement, prior to such time as any Person becomes an Acquiring Person (as defined in the Rights Agreement) the Company may, and the Rights Agent shall if the Company so directs, from time to time supplement and amend the Rights Agreement.

**WHEREAS**, the Board of Directors of the Company has determined that an amendment to the Rights Agreement as set forth herein is necessary and desirable in connection with the foregoing and the Company and the Rights Agent desire to evidence such amendment in writing.

**WHEREAS**, all acts and things necessary to make this Amendment a valid agreement, enforceable according to its terms, have been done and performed, and the execution and delivery of this Amendment by the Company and the Rights Agent have been in all respects duly authorized by the Company and the Rights Agent.

Accordingly, the parties agree as follows:

A. Amendment of the definition of "Final Expiration Date". Clause (i) of Section 7(a) of the Rights Agreement is hereby amended and restated in its entirety as follows: "(i) the Close of Business on February 28, 2007 (the "Final Expiration Date"),"

B. Exhibit B and Exhibit C to the Rights Agreement entitled "Form of Right Certificate" and "Summary of Rights to Purchase Shares," respectively, are hereby amended to replace the words "May 15, 2010" or "May 25, 2010" with the words "February 28, 2007" in all places where such words appear.

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C. Effectiveness. This Amendment shall be deemed effective as of the date first written above, as if executed on such date.

D. Miscellaneous. This Amendment shall be deemed to be a contract made under the laws of the Commonwealth of Pennsylvania and for all purposes shall be governed by and construed in accordance with the laws of such state applicable to contracts to be made and performed entirely within such state. This Amendment may be executed in any number of counterparts, each of such counterparts shall for all purposes be deemed to be an original, and all such counterparts shall together constitute but one and the same instrument. If any provision, covenant or restriction of this Amendment is held by a court of competent jurisdiction or other authority to be invalid, illegal or unenforceable, the remainder of the terms, provisions, covenants and restrictions of this Amendment shall remain in full force and effect and shall in no way be effected, impaired or invalidated. Except as otherwise expressly provided herein, or unless the context otherwise requires, all terms used herein have the meanings assigned to them in the Rights Agreement. The Rights Agent and the Company hereby waive any notice requirement under the Rights Agreement pertaining to the matters covered by this Amendment.

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IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be duly executed and attested, all as of the date and year first above written.

THE PNC FINANCIAL SERVICES GROUP, INC.

Attest:

By: /s/ George P. Long, III  
Name: George P. Long, III  
Title: Corporate Secretary

By: /s/ James E. Rohr  
Name: James E. Rohr  
Title: Chairman and Chief Executive Officer

COMPUTERSHARE INVESTOR SERVICES, LLC

Attest:

By: /s/ Tod Shafer  
Name: Tod Shafer  
Title: Relationship Manager

By: /s/ Edward Gurgul  
Name: Edward Gurgul  
Title: Manager, Investor Services