

**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**

**March 4, 2008**

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 5.04 Temporary Suspension of Trading Under Registrant's Employee Benefit Plans.**

On March 4, 2008, the Plan Manager for The PNC Financial Services Group, Inc. Incentive Savings Plan (the "PNC ISP"), acting on behalf of the Plan Administrator, notified The PNC Financial Services Group, Inc. ("PNC") of a proposed blackout period regarding the PNC ISP and the PFPC Retirement Savings Plan, a plan provided by a wholly owned subsidiary of PNC (the "PFPC RSP" and, together with the PNC ISP, the "Plans"), in accordance with the requirements of Section 101(i)(2)(E) of the Employee Retirement Income Security Act of 1974, as amended ("ERISA"). The blackout period for the Plans is scheduled to begin on Thursday, April 3, 2008, at 4:00 p.m. Eastern Time and end on Monday, April 21, 2008, at 9:00 a.m. Eastern Time (the "Blackout Period") and is required in order to effect a transition of the administration of the Plans to a new service provider.

During the Blackout Period, participants in the Plans will be temporarily suspended from making certain transactions under the Plans, including borrowing or taking distributions from accounts, obtaining hardship withdrawals, or directing or diversifying investments. Notice of the Blackout Period was sent to all participants or beneficiaries under the Plans beginning on February 26, 2008.

On March 10, 2008, PNC sent a notice to its directors and executive officers informing them of the Blackout Period and the prohibitions on engaging in any non-exempt transactions in equity securities (including common stock) of PNC (the "Notice") during the Blackout Period as well as during the regularly scheduled quarterly blackout period applicable to directors and certain employees (including all executive officers). This regularly scheduled quarterly blackout period begins prior to the Blackout Period and the end date may not coincide with the end date of the Blackout Period.

The Notice was provided to PNC's directors and executive officers pursuant to the requirements of Section 306 of the Sarbanes-Oxley Act of 2002 and Rule 104 of the Securities and Exchange Commission's Regulation BTR. A copy of the Notice is attached as Exhibit 99.1 to this Current Report on Form 8-K and incorporated by reference herein.

A participant in the Plans, a security holder or other interested person may obtain without charge, information regarding the Blackout Period, including the actual ending date of the Blackout Period. Information may be obtained by any of the following methods, both before and during the Blackout Period:

*Phone* – 1-800-PNC-PLAN, option 2

*E-mail* – incentive.savings.plan@pnc.com

*Mail* – Plan Manager, ISP Plan Administration, Two PNC Plaza, 21st Floor, 620 Liberty Avenue, Pittsburgh, PA 15222

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits. The exhibit listed on the Exhibit Index accompanying this 8-K is filed 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: March 10, 2008

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

---

**EXHIBIT INDEX**

<u>Number</u>	<u>Description</u>	<u>Method of Filing</u>
99.1	Notice of Blackout Period provided to PNC directors and executive officers.	Filed herewith

**NOTICE OF BLACKOUT PERIOD**

**To: Members of the Board of Directors and Executive Officers of The PNC Financial Services Group, Inc.**

**From: The PNC Financial Services Group, Inc.**

---

As you know, you may not buy or sell PNC securities (including PNC common stock) during a specified period of time in each calendar quarter (the ***“Quarterly Blackout Period”***). The next Quarterly Blackout Period will begin on Sunday, March 16, 2008 and will last until the second business day following the public release of PNC’s first quarter 2008 earnings. You will be informed of the exact date on which the Quarterly Blackout Period will end.

Please note that the Quarterly Blackout Period is expected to overlap with – but may not necessarily end at the same time as – a separate blackout period for participants in the PNC Incentive Savings Plan and PFPC Retirement Savings Plan (collectively, the ***“Benefit Plans”***). As explained in the attached notice for the PNC Incentive Savings Plan, the blackout period for the Benefit Plans is scheduled to begin on Thursday, April 3, 2008 at 4:00 p.m. Eastern Time, and end on Monday, April 21, 2008 at 9:00 a.m. Eastern Time (the ***“Plan Blackout Period”***).

**Even if you are not a participant in the Benefit Plans, you will be prohibited from trading in PNC securities (including PNC common stock or other equity securities), other than exempt transactions, until the expiration of the Quarterly Blackout Period or the expiration of the Plan Blackout Period, whichever is later.**

**Federal securities laws require us to provide this notice to you as a director or executive officer of PNC.**

If you participate in the Benefit Plans, you will be prohibited from performing transactions relating to the PNC Common Stock Fund under those plans during the Plan Blackout Period. During this period, you will further be prohibited from trading in PNC equity securities, outside of the context of the Benefit Plans, if those securities were acquired in connection with your service or employment as a director or executive officer of PNC. Finally, certain transactions are exempt from the prohibitions of both blackout periods – please contact the PNC Corporate Secretary for further information or questions.

Any pending purchase or sale orders involving PNC securities that could be executed during a blackout period must be canceled before the beginning of the Quarterly Blackout Period, unless they are part of a written trading plan that has been cleared by the Corporate Ethics Office or are otherwise exempt transactions. Please refer to the PNC Employee Conduct Policies for further information regarding PNC’s Personal Investment Transaction Rules and remember that you are prohibited from buying, selling or recommending securities while you are aware of material, non-public information about the security or its issuer. Once these blackout periods end, you are still subject to the normal rules requiring pre-clearance of PNC securities.



**Important Notice Concerning the PNC Incentive Savings Plan**

**Dated: February 26, 2008**

**Dear PNC Incentive Savings Plan Participant or Beneficiary:**

In April 2008, we will introduce Your PNC, a new, enhanced Web site for easier access to HR information. The first step in the process is to transition the administration of the PNC Incentive Savings Plan (ISP)—also known as our 401(k) plan—to a new HR services provider. As a result of this transition, you will have access to new services and tools that will help you continue to manage your ISP account.

**Why This Notice Is Important**

This transition will require a temporary suspension of transactions under your ISP account. This means you may not borrow or take a distribution from your ISP account, and your ability to direct or diversify investments will be restricted. This temporary suspension will allow the existing provider (PNC Wealth Management) to ensure that all ISP account balances are ready for transfer to the new provider (Hewitt Associates), who will then load this information into their system. As a result of this transition, certain ISP transactions will be unavailable from Thursday, April 3, 2008, 4:00 p.m. Eastern time to 9:00 a.m. on Monday, April 21, 2008. No requests or transactions will be processed after the market closes on Monday, April 7, 2008, 4:00 p.m. Eastern time.

This Notice gives the dates and other information about the blackout period so that you can plan ahead. Please take the time to read this Notice carefully.

**ISP Transactions Temporarily Suspended**

In order to ensure that all records are transitioned accurately, certain transactions are temporarily suspended during a period called a **“blackout period.”** This means you may not have access to your ISP account, change investment directions, make transfers, obtain a loan from the ISP, or obtain a withdrawal/distribution from the ISP during some or all of this period. Thus, you will be unable to exercise some or all of these rights otherwise available under the ISP. Whether or not you are planning to retire in the near future, we encourage you to carefully consider how this blackout period may affect your retirement planning, as well as your overall financial plan. Be sure to read this complete Notice for more detailed information about the blackout period and how it will affect your account.

**Expected Duration of the Blackout Period**

The blackout period for your account balances in the ISP is scheduled to begin on Thursday, April 3, 2008, 4:00 p.m. Eastern time. Your PNC ISP account will be unavailable for a 17-day period between Thursday, April 3, 2008 and Monday, April 21, 2008. You will be able to make certain transactions including investment election changes, fund transfers, and contribution rate changes until Monday, April 7, 2008, 4:00 p.m. Eastern time. Please see the Calendar of Events on the next page for more details.

**Effect of the Blackout on Your Investments**

During the blackout period, you cannot direct or diversify the assets held in your ISP account. For this reason, it is very important that you review and consider the appropriateness of your current investments in light of your inability to direct or diversify those investments during the blackout period. In particular,

you should note that the blackout period will coincide with quarterly earnings announcements for PNC as well as other financial institutions and public companies, and that stock prices may be more volatile (that is, may go up or down more than usual) during the period following such announcements. For your long-term retirement security, you should give careful consideration to the importance of a well-balanced and diversified investment portfolio, taking into account all your assets, income, and investments.

### Calendar of Events

Here is what to expect during the blackout period, although the dates may change.

Key Dates	Transactions Affected
April 3, 2008 (4:00 p.m. Eastern time)	Last day for the ISP administrator to receive your forms, supporting documentation, and checks (if applicable) for: <ul style="list-style-type: none"><li>• Rollover contributions</li><li>• Hardship withdrawals</li><li>• In-service withdrawals</li><li>• Early loan payoffs</li><li>• Full lump-sum distributions (terminated participants only)</li></ul>
April 3, 2008 (4:00 p.m. Eastern time)	Last day to request a general purpose loan or primary residence loan from the ISP.
April 7, 2008 (4:00 p.m. Eastern time)	Last day to enroll in the ISP.
April 7, 2008 (4:00 p.m. Eastern time)	Last day to change your payroll contribution rate in the ISP effective with your April 17, 2008 pay.
April 7, 2008 (4:00 p.m. Eastern time)	Last day to request investment fund transfers of existing ISP account balances from one fund to another and investment election changes applicable to future contributions. <sup>1</sup>
April 11, 2008 (4:00 p.m. Eastern time)	Last day to view your ISP account balance on the Retirement Directions Web site, or by calling the Vested Interest Response Line.
April 21, 2008 (9:00 a.m. Eastern time)	First day that you can access your ISP account through the new Your PNC Service Center and Web site. All plan transactions resume.

### Information About Your Current Account Balance

If you have questions about your ISP account from now through April 18, 2008, you can go online to the Retirement Directions Web site at [www.retirementdirections.com](http://www.retirementdirections.com). Or you can call the Vested Interest Response Line at 1-800-PNC-PLAN, option 2. Customer service representatives are available between 8:00 a.m. and 8:00 p.m. Eastern time. Your current account balance will appear on the Web site until Friday, April 11, 2008, 4:00 p.m. Eastern time. After that time, your balance will appear as "0" until the new services are live on April 21, 2008 at 9:00 a.m. Eastern time.

### Information About This Notice and/or the Blackout Period

If you have questions about this notice and/or the blackout period, you can call the Vested Interest Response Line at 1-800-PNC-PLAN, option 2; or you can e-mail your questions to [incentive.savings.plan@pnc.com](mailto:incentive.savings.plan@pnc.com); or send your questions by mail to The PNC Financial Services Group, Inc., Attention: ISP Plan Administration, Two PNC Plaza, 21<sup>st</sup> Floor, 620 Liberty Avenue, Pittsburgh, PA 15222.

<sup>1</sup> Any payroll deductions received during the blackout period will remain invested in an interest-bearing short-term investment account. Once the blackout period has ended, these contributions will be allocated per your investment allocation.

---

**More Information to Come**

In the next few weeks, you will receive additional information on the transition to Your PNC, including details on how to access and manage your ISP account.