FORM	4
------	---

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

OMB APPROVAL OMB Number: 3235-0287 Estimated average burden hours per response... 0.5

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

(Print or Type Responses)												
1. Name and Address of Reporting Person [*] WIXTED JOHN J JR	2. Issuer Name and PNC FINANCIA [PNC]		-	-		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director						
(Last) (First) (Midd ONE PNC PLAZA, 249 FIFTH AVENUE	5. Date of Earliest 1	ransaction (Mc	onth/l	Day/Yea	r)	Chief Regulatory O	incer					
(Street) PITTSBURGH, PA 15222-2707	4. If Amendment, D	ate Original Fil	iled(M	fonth/Day/	Year)	6. Individual or Joint/Group Filing/Check Applicable Line) _X_Form filed by One Reporting Person Form filed by More than One Reporting Person						
(City) (State) (Z	Zip)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned										
(Instr. 3) Date	ansaction 2.A. Deemed Execution Date, if any (Month/Day/Year)	(Instr. 8)	()		ties Acqu sposed o 4 and 5) (A) or (D)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	Form:	7. Nature of Indirect Beneficial Ownership (Instr. 4)			

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

	(e.g., puts, calls, warrants, options, convertible securities)														
Security	Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	Code	ction 3)	5. Number on of		6. Date Exer and Expirati (Month/Day	on Date	1		8. Price of Derivative Security (Instr. 5)		Ownership Form of Derivative Security: Direct (D) or Indirect	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Exercisable	Expiration Date	Title	Amount or Number of Shares				
Phantom Stock Unit	<u>(1)</u>	01/24/2005		յ <u>(2)</u>	v	13		<u>(3)</u>	<u>(3)</u>	\$5 Par Common Stock	13	\$ 53.75	1,392	Ι	Deferred Compensation Plan
Phantom Stock Unit	<u>(1)</u>	02/16/2005		A <u>(4)</u>		1,771		<u>(3)</u>	<u>(3)</u>	\$5 Par Common Stock	1,771	\$ 0	3,163		Deferred Compensation Plan

Reporting Owners

	Relationships								
Reporting Owner Name / Address	Director	10% Owner	Officer	Other					
WIXTED JOHN J JR ONE PNC PLAZA 249 FIFTH AVENUE PITTSBURGH, PA 15222-2707			Chief Regulatory Officer						

Signatures

 Mark C. Joseph, Attorney in Fact for John J. Wixted Jr.
 02/18/2005

 **Signature of Reporting Person
 Date

Explanation of Responses:

- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) 1 for 1.
- (2) Phantom Stock Units received as dividend equivalents under the PNC Deferred Compensation Plan.
- (3) Phantom Stock Units will be settled in cash upon distribution from the reporting person's plan account and generally do not expire.
- (4) Phantom Stock Units received in lieu of cash pursuant to the PNC Deferred Compensation Plan as a result of the reporting person's election to defer annual incentive award.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

^{*} If the form is filed by more than one reporting person, see Instruction 4(b)(v).