FORM 4	1
--------	---

(Deint on True a Door

Check this box if no
longer subject to Section
16. Form 4 or Form 5
obligations may
continue. See
Instruction 1(b).

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

1. Name and Address of Reporting Person [*] STEFFES LORENE K	2. Issuer Name and PNC FINANCIA		0	-	INC [P	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner					
ONE PNC PLAZA, 249 FIFTH AVE		3. Date of Earliest Tra 04/26/2005	ansaction (M	onth/I	Day/Year)	Officer (give title below)Oth	er (specify below	<u>v)</u>			
(Street) PITTSBURGH, PA 15222-2707		4. If Amendment, Date Original Filed(Month/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)	(Zip)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned									
1. Title of Security 2. Transaction (Instr. 3) Date (Month/Day/Yet)		/			(A) or Disposed of (D)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	Ownership Form: Benefici	Beneficial	
		(Month/Day/Year)				(A) or		(Instr. 3 and 4)	Direct (D) or Indirect (I)	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 SEC 1474 (9-02) 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)														
1. Title of Derivative Security (Instr. 3)	Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	Code			ive es ed ed	Expiration Date (Month/Day/Year)		of Underlying Securities		Derivative Security (Instr. 5)	Derivative Securities Beneficially Owned	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	Beneficial
				Code	v	(A)		Exercisable	Expiration Date	Title	Amount or Number of Shares				
Non- Employee Director Non- Statutory Stock Option	\$ 52.64	04/26/2005		A ⁽¹⁾		2,000		04/26/2006	04/26/2015	\$5 Par Common Stock	2,000	\$ 0	2,000	D	
Phantom Stock Unit	(2)	04/26/2005		A ⁽³⁾		1,000		<u>(4)</u>	<u>(4)</u>	\$5 Par Common Stock	1,000	\$ 0	3,516	Ι	Deferred Stock Unit Plan
Phantom Stock Unit	<u>(2)</u>							<u>(4)</u>	<u>(4)</u>	\$5 Par Common Stock	2,118		2,118	Ι	Deferred Compensation Plan

Reporting Owners

	Relationships							
Reporting Owner Name / Address	Director	10% Owner	Officer	Other				
STEFFES LORENE K ONE PNC PLAZA 249 FIFTH AVENUE PITTSBURGH, PA 15222-2707	Х							

Signatures

Mark C. Joseph, Attorney in Fact for Lorene K. Steffes	04/28/2005
**Signature of Reporting Person	Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Non-statutory stock options will become fully vested on the first anniversary of the date of grant.
- (2) 1 for 1.
- (3) Phantom Stock Units awarded by the Nominating and Governance Committee pursuant to the PNC Outside Directors Deferred Stock Unit Plan.
- (4) Phantom Stock Units will be settled in cash upon distribution from the reporting person's plan account and generally do not expire.

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.