

# FORM 4

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

OMB APPROVAL

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

### 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*<br><b>WHITFORD THOMAS K</b><br>(Last) (First) (Middle)<br><b>ONE PNC PLAZA, 249 FIFTH AVENUE</b><br>(Street)<br><b>PITTSBURGH, PA 15222-2707</b><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><b>PNC FINANCIAL SERVICES GROUP INC [PNC]</b><br>3. Date of Earliest Transaction (Month/Day/Year)<br><b>06/02/2005</b><br>4. If Amendment, Date Original Filed (Month/Day/Year) | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br>Director _____ 10% Owner _____<br><input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____<br><b>EVP and Chief Risk Officer</b><br>6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person |
|---|--|---|

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) |   | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) |            |            | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|------------|---|--|---|
|                                 |                                      |  | Code                           | V | Amount  | (A) or (D) | Price      |   |  |   |
| \$5 Par Common Stock            | 06/03/2005                           |  | M(1)                           |   | 12,500  | A          | \$ 42.5313 | 127,586   | D  |   |
| \$5 Par Common Stock            | 06/03/2005                           |  | F(1)                           |   | 9,707   | D          | \$ 54.765  | 117,879   | D  |   |
| \$5 Par Common Stock            | 06/03/2005                           |  | F(1)                           |   | 980   | D          | \$ 54.765  | 116,899   | D  |   |
| \$5 Par Common Stock            | 03/31/2005                           |  | J(2)                           | V | 233   | A          | (3)        | 7,880   | I  | 401(k) Plan   |
| \$5 Par Common Stock            | 04/24/2005                           |  | J(4)                           | V | 76  | A          | \$ 51.8    | 7,956   | I  | 401(k) Plan   |

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. SEC 1474 (9-02)

**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)         | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) |   | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) |     | 6. Date Exercisable and Expiration Date (Month/Day/Year) |                 | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |                            | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|---|-----|--|-----------------|---|----------------------------|--|--|--|--|
|  |  |                                      |  | Code                           | V | (A)   | (D) | Date Exercisable   | Expiration Date | Title   | Amount or Number of Shares |  |  |  |  |
| Employee Stock Option (Right-to-Buy)               | \$ 42.5313   | 06/03/2005                           |  | M                              |   | 12,500  |     | 02/16/2001   | 02/16/2010      | \$5 Par Common Stock  | 12,500                     | \$ 0                                       | 0  | D  |  |
| Employee Stock Option (Right-to-Buy) Reload Option | \$ 54.765  | 06/03/2005                           |  | A                              |   | 10,687  |     | 06/03/2006   | 02/16/2010      | \$5 Par Common Stock  | 10,687                     | \$ 0                                       | 10,687   | D  |  |
| Phantom Stock Unit                                 | (5)  | 06/02/2005                           |  | J(6)                           |   | 20  |     | (7)  | (7)             | \$5 Par Common Stock  | 20                         | \$ 55                                      | 5,416  | I  | Supplemental Incentive Savings Plan                    |
| Phantom Stock Unit                                 | (5)  |                                      |  |                                |   |   |     | (7)  | (7)             | \$5 Par Common Stock  | 8,204                      |  | 8,204  | I  | Deferred Compensation Plan                             |

## Reporting Owners

|                                | Relationships |
|--------------------------------|---------------|
| Reporting Owner Name / Address |               |

|   | Director | 10% Owner | Officer                    | Other |
|---|----------|-----------|----------------------------|-------|
| WHITFORD THOMAS K<br>ONE PNC PLAZA<br>249 FIFTH AVENUE<br>PITTSBURGH, PA 15222-2707 |          |           | EVP and Chief Risk Officer |       |

## Signatures

|   |  |            |
|---|--|------------|
| Mark C. Joseph, Attorney in Fact for Thomas K. Whitford   |  | 06/06/2005 |
|  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) The exercise of this option and the satisfaction of the resulting tax withholding obligation were effected by the Reporting Person through the delivery, via attestation, of already owned shares of common stock of the Issuer and did not involve an open market transaction in the Issuer's securities.
- (2) Shares acquired under the PNC Incentive Savings Plan.
- (3) Shares acquired under the PNC Incentive Savings Plan at various prices from \$50.40 to \$54.65.
- (4) Dividend reinvestment shares acquired.
- (5) 1 for 1.
- (6) Phantom Stock Units acquired under the PNC Supplemental Incentive Savings Plan.
- (7) 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.

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