FORM	4
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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).

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#### 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 F JOHNSON RICHAR	2. Issuer Name and PNC FINANCIA [PNC]			<b>e</b> .		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director10% Owner XOfficer (give title below)Other (specify below)							
ONE PNC PLAZA, 2	<sup>(First)</sup> 249 FIFTH AV		3. Date of Earliest Transaction (Month/Day/Year) 12/15/2005						Chief Financial Of	ncer			
PITTSBURGH, PA	(Street)		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 (Instr. 3)		2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (A) or Disposed of (D)			isposed o 4 and 5) (A) or	f (D)	Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership		

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

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

( <i>e.g.</i> , puts, calls, warrants, options, convertible securities)															
Security	Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	Code	tion )	5. Numi of Deriv Secur Acqu (A) o Dispo of (D (Instr 4, and	ber vative rities iired r osed ) :. 3,	6. Date Exercisable and Expiration Date (Month/Day/Year) 7. Title and Amoun of Underlying Securities (Instr. 3 and 4)		ıg	Derivative Security	Securities Beneficially Owned Following Reported	Ownership Form of Derivative Security: Direct (D) or Indirect	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Phantom Stock Unit	<u>(1)</u>	12/15/2005		յ <u>(2)</u>		12		<u>(3)</u>	<u>(3)</u>	\$5 Par Common Stock	12	\$ 63.65	623	Ι	Supplemental Incentive Savings Plan
Phantom Stock Unit	<u>(1)</u>							(3)	<u>(3)</u>	\$5 Par Common Stock	4,679		4,679	Ι	Deferred Compensation Plan

## **Reporting Owners**

	Relationships								
Reporting Owner Name / Address	Director	10% Owner	Officer	Other					
JOHNSON RICHARD J ONE PNC PLAZA 249 FIFTH AVENUE PITTSBURGH, PA 15222-2707			Chief Financial Officer						

# Signatures

Mark C. Joseph, Attorney in Fact for Richard J. Johnson	12/19/2005
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) 1 for 1.
- (2) Phantom Stock Units acquired under the PNC Supplemental Incentive Savings Plan.
- (3) Phantom Stock Units will be settled in cash upon distribution from the reporting person's plan account and generally do not expire 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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