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

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## 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									
1. Name and Address of Reporting Pe WHITFORD THOMAS K	2. Issuer Name <b>a</b> PNC FINANC [PNC]			<i>c</i> .		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director10% Owner XOfficer (give title below)Other (specify below)					
ONE PNC PLAZA, 249 FIFTI	3. Date of Earliest 02/14/2006	Transactio	on (M	onth/Day/	Year)	EVP and Chief Ris	k Officer				
(Street) PITTSBURGH, PA 15222-27(	4. If Amendment,	Date Origi	inal Fi	iled(Month/	Day/Yea	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)	Date (Month/Day/Year)	Execution Date, if any	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)	Ownership of Indi Form: Benefi	Beneficia	
		(Month/Day/Year)	Code	v	Amount	(A) or (D)	Price	(Instr. 3 and 4)	Direct (D) or Indirect (I) (Instr. 4)	Ownershi (Instr. 4)	
\$5 Par Common Stock	02/14/2006		A <mark>(1)</mark>		67,596	А	\$0	184,495	D		
\$5 Par Common Stock	01/24/2006		<u>ј(2)</u>	V	61	А	\$ 65.33	8,156	Ι	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

SEC 1474 (9-02)

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)															
1. Title of	2.	3. Transaction	3A. Deemed	4.	:	5.		6. Date Exer	cisable	7. Tit	le and	8. Price of	9. Number of	10.	11. Nature
Derivative	Conversion	Date	Execution Date, if	Transactio	on 1	Numb	ber	and Expirati	on Date	Amo	unt of	Derivative	Derivative	Ownership	of Indirect
Security	or Exercise	(Month/Day/Year)	any	Code	of		(Month/Day	/Year)	Underlying		Security	Securities	Form of	Beneficial	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative		ative			Securities		(Instr. 5)	Beneficially	Derivative	Ownership
	Derivative			Securities					(Instr. 3 and				~	(Instr. 4)	
	Security					Acqui				4)			0	Direct (D)	
				(A) or								1	or Indirect		
				Disposed								Transaction(s)	< /		
				of (D)							(Instr. 4)	(Instr. 4)			
					(Instr. 3, 4 and 5)										
					4, and 5)						1				
											Amount				
								Date	Expiration		or				
								Exercisable		Title	Number				
					-						of				
				Code V	V	(A)	(D)				Shares				

## **Reporting Owners**

	Relationships								
Reporting Owner Name / Address	Director	10% Owner	Officer	Other					
WHITFORD THOMAS K ONE PNC PLAZA 249 FIFTH AVENUE PITTSBURGH, PA 15222-2707			EVP and Chief Risk Officer						

# **Signatures**

02/16/2006 Mark C. Joseph, Attorney in Fact for Thomas K. Whitford \*\*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) Incentive stock performance award, one half of which vests immediately.
- (2) Dividend reinvestment shares acquired.

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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