| 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 Reporting Person-<br>WIXTED JOHN J JR | 2. Issuer Name and<br>PNC FINANCIA         |  |                    |       | P INC                  | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br>Director10% Owner |   |   |  |                         |  |
|--|--|--|--------------------|-------|------------------------|---|---|---|--|-------------------------|--|
| (Last) (First)<br>ONE PNC PLAZA, 249 FIFTH AVE               | TT TT                                      | 3. Date of Earliest Tr<br>02/16/2006   | ansaction (N       | Ionth | /Day/Year              | r)  | X_Officer (give title below) Other (specify below) Chief Regulatory Officer |   |  |                         |  |
| (Street)<br>PITTSBURGH, PA 15222-2707                        |  | 4. If Amendment, Date Original Filed(Month/Day/Year)                             |                    |       |                        |   |   | 6. Individual or Joint/Group Filing(Check Applicable Line)<br>_X_Form filed by One Reporting Person<br>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<br>(Instr. 3)                            | 2. Transaction<br>Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year)                      | (Instr. 8)         |       | (A) or Disposed of (D) |   | of (D)  | 5. Amount of Securities Beneficially<br>Owned Following Reported<br>Transaction(s)<br>(Instr. 3 and 4)  | 6.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | Beneficial<br>Ownership |  |
| \$5 Par Common Stock   | 02/16/2006                                 |  | M <mark>(1)</mark> |       | 12,118                 | А   | \$<br>38.17   | 47,358  | D  |                         |  |
| \$5 Par Common Stock   | 02/16/2006                                 |  | F <mark>(1)</mark> |       | 6,640                  | D   | \$<br>69.66   | 40,718  | D  |                         |  |
| \$5 Par Common Stock   | 02/16/2006                                 |  | F <sup>(1)</sup>   |       | 1,686                  | D   | \$<br>69.66   | 39,032  | D  |                         |  |

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<br>Derivative<br>Security<br>(Instr. 3)                   | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction<br>Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | Code |   | 5. Number of<br>Derivative |        | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 7. Title and Amount<br>of Underlying<br>Securities |  | Derivative<br>Security<br>(Instr. 5) | Securities<br>Beneficially<br>Owned<br>Following<br>Reported | Ownership<br>Form of<br>Derivative<br>Security:<br>Direct (D)<br>or Indirect | Beneficial |
|   |   |  |   | Code | V | (A)                        |        | Date<br>Exercisable  | Expiration<br>Date | Title  | Amount<br>or<br>Number<br>of<br>Shares |                                      | Transaction(s)<br>(Instr. 4)                                 | (I)<br>(Instr. 4)  |            |
| Employee<br>Stock<br>Option<br>(Right-to-<br>Buy)                     | \$ 38.17  | 02/16/2006                                 |   | М    |   |                            | 12,118 | 10/21/2003   | 10/21/2012         | \$5 Par<br>Common<br>Stock                         | 12,118                                 | \$ 0                                 | 37,882   | D  |            |
| Employee<br>Stock<br>Option<br>(Right-to-<br>Buy)<br>Reload<br>Option |   | 02/16/2006                                 |   | А    |   | 8,236                      |        | 02/16/2007   | 10/21/2012         | \$5 Par<br>Common<br>Stock                         | 8,236                                  | \$ O                                 | 8,236  | D  |            |

# **Reporting Owners**

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

### Signatures

\*\*Signature of Reporting Person

02/21/2006 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.

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.