<b>FORM</b>	4
-------------	---

D D

(Print or Ty

#### 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 MASSARO ANTHO	2. Issuer Name and PNC FINANCIA [PNC]					5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) Other (specify below)					
ONE PNC PLAZA,	TT TT	3. Date of Earliest Tr 04/25/2006	ransaction (1	Montl	ı/Day/Yea	r)					
(Street) PITTSBURGH, PA 15222-2707			4. If Amendment, Da	ate 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 - No	on-De	erivative S	Securities	s Acqu	iired, Disposed of, or Beneficially Owr	ed	
1.Title of Security (Instr. 3)		2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	(Instr. 8)		4. Securi (A) or Di (Instr. 3, Amount	(A) or		5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	Form:	7. Nature of Indirect Beneficial 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 SEC 1474 (9-02) 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., p	uts, c	alls, wa	rran	ts, options, c	onvertible	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		5. Num of Derivat Securiti Acquira (A) or Dispose of (D) (Instr. 3 and 5)	ive ies ed ed	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		Derivative Security	Securities Beneficially Owned Following	Security: Direct (D) or Indirect	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Exercisable	Expiration Date	Title	Amount or Number of Shares				
Phantom Stock Unit	<u>(1)</u>	01/24/2006		յ <u>(2)</u>	v	13		<u>(3)</u>	<u>(3)</u>	\$5 Par Common Stock	13	\$ 65.33	1,801	Ι	Deferred Compensation Plan
Phantom Stock Unit	<u>(1)</u>	04/24/2006		<u>ј(2)</u>	v	15		<u>(3)</u>	<u>(3)</u>	\$5 Par Common Stock	15	\$ 69.61	1,816	Ι	Deferred Compensation Plan
Phantom Stock Unit	<u>(1)</u>	01/24/2006		<u>ј(4)</u>	v	24		<u>(3)</u>	<u>(3)</u>	\$5 Par Common Stock	24	\$ 65.33	3,198	Ι	Deferred Stock Unit Plan
Phantom Stock Unit	<u>(1)</u>	04/24/2006		յ <u>(4)</u>	v	25		<u>(3)</u>	<u>(3)</u>	\$5 Par Common Stock	25	\$ 69.61	3,223	Ι	Deferred Stock Unit Plan
Phantom Stock Unit	<u>(1)</u>	04/25/2006		A <sup>(5)</sup>		1,300		<u>(3)</u>	<u>(3)</u>	\$5 Par Common Stock	1,300	\$ 0	4,523	Ι	Deferred Stock Unit Plan

## **Reporting Owners**

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

## Signatures

Mark C. Joseph, Attorney in Fact for Anthony A. Massaro

\*\*Signature of Reporting Person

04/27/2006 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) 1 for 1.
- (2) Phantom Stock Units received as dividend equivalents under the PNC Directors Deferred Compensation Plan.
- (3) Phantom Stock Units will be settled in cash upon distribution from the reporting person's plan account and generally do not expire.
- (4) Phantom Stock Units received as dividend equivalents under the PNC Outside Directors Deferred Stock Unit Plan.
- (5) Phantom Stock Units awarded by the Nominating and Governance Committee pursuant to the PNC Outside Directors Deferred Stock Unit Plan.

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.