| FORM 4 | 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. Name and Address of Reporting Person [*] ROHR JAMES E | | 2. Issuer Name and PNC FINANCIA [PNC] | | | - · | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X_Director X_Officer (give title below) Chairman and CEO | | | | |
| ONE PNC PLAZA, 249 FIFTH AVEN | J. Dute | | | | n/Day/Yea | ır) | | .0 | | | |
| (Street) PITTSBURGH, PA 15222-2707 | 4 | 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 | | | | | | | | | |
| (Instr. 3) Da | Transaction ate Aonth/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transacti Code (Instr. 8) Code | on 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) V Amount (A) or Price | | f (D) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | | Beneficial Ownership | | |

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., puts, calls, warrants, options, convertible securities) | | | | | | | | | | | | | | |
|---|--|--|--------------------|--------------|-----------|--|--|--|--------------------|--|--|--------------------------------------|--|--|--|
| 1. Title of Derivative Security (Instr. 3) | Conversion | 3. Transaction Date (Month/Day/Year) | Execution Date, if | Code | tion) | 5. Num of Deriv Secur Acqu (A) o Dispo of (D (Instr 4, and | ber vative rities iired r osed) : 3, | 6. Date Exercisable 7. Titl and Expiration Date of Une (Month/Day/Year) Securi | | 7. Title and Amount of Underlying Securities | | Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | Ownership Form of Derivative Security: Direct (D) or Indirect | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
| | | | | Code | v | (A) | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Phantom Stock Unit | (1) | 07/13/2006 | | J <u>(2)</u> | | 31 | | <u>(3)</u> | <u>(3)</u> | \$5 Par Common Stock | 31 | \$ 69.39 | 57,591 | Ι | Supplemental Incentive Savings Plan |
| Phantom Stock Unit | <u>(1)</u> | | | | | | | <u>(3)</u> | <u>(3)</u> | \$5 Par Common Stock | 24,976 | | 24,976 | Ι | Deferred Compensation Plan |

Reporting Owners

| | Relationships | | | | | | | |
|--|---------------|--------------|------------------|-------|--|--|--|--|
| Reporting Owner Name / Address | Director | 10% Owner | Officer | Other | | | | |
| ROHR JAMES E ONE PNC PLAZA 249 FIFTH AVENUE PITTSBURGH, PA 15222-2707 | Х | | Chairman and CEO | | | | | |

Signatures

| George P. Long, Attorney in fact for James E. Rohr | 07/17/2006 |
|--|------------|
| **Signature of Reporting Person | Date |

Explanation of Responses:

- ** 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.

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.

^{*} If the form is filed by more than one reporting person, see Instruction 4(b)(v).