FORM	4
------	---

Check this box if no
longer subject to
Section 16. Form 4 or
Form 5 obligations
may continue. See
Instruction 1(b).

(Print or Type Responses)

#### 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 Perso JOHNSON RICHARD J	2. Issuer Name and PNC FINANCIA [PNC]					5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director Officer (give title below)Other (specify below) Chief Financial Officer					
ONE PNC PLAZA, 249 FIFTH	A T TEN TT TE	3. Date of Earliest Tr 01/25/2007	ansaction (N	Aonth	/Day/Yea	r)		licei			
(Street) PITTSBURGH, PA 15222-2707		4. If Amendment, Da	te Original l	Filed	Month/Day/Y	(ear)	6. Individual or Joint/Group Filing(Cheek 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)	Execution Date, if	(Instr. 8)	ion V	4. Securi (A) or D (Instr. 3, Amount	4 and 5) (A) or		5. Amount of Securities Beneficially Owned Following Reported 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.

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)	2. Conversion or Exercise Price of Derivative Security	Date (Month/Day/Year)		Code	de 5. Number of Derivative Securities			(Month/Day/Y	e ear)	7. Title and Amount of Underlying Securities		Derivative Security (Instr. 5)	Derivative Securities Beneficially Owned Following Reported Transaction(s)	Derivative Security: Direct (D) or Indirect (I)	Beneficial
				Code	v	(A)		Exercisable	Expiration Date	Title	Amount or Number of Shares		(Instr. 4)	(Instr. 4)	
Employee Stock Option (Right-to- Buy)	\$ 72.65	01/25/2007		A <sup>(1)</sup>		44,000		01/25/2008	01/25/2017	\$5 Par Common Stock	44,000	\$ 0	44,000	D	

## **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

 Lori A. Hasselman, Attorney-in-Fact for Richard J. Johnson
 01/29/2007

 <sup>\*\*</sup>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) Grant of stock options subject to the precondition of an appropriate agreement, signed by the parties. Options generally become exercisable in three equal annual installments, beginning one year after the date of grant.

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.