FORM 4	4
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Check this box if no	
longer subject to Section	
16. Form 4 or Form 5	
obligations may	<u>г</u> 2
continue. See Instruction	Fi
	longer subject to Section 16. Form 4 or Form 5 obligations may

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

obligations may continue. See Instruction 1(b). 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 GUYAUX JOSEPH C	2. Issuer Name and PNC FINANCIA		-		INC [5. Relationship of Reporting Person(s) to Issuer (Check all applicable)									
(Last) (First) ONE PNC PLAZA, 249 FIFTH A		. Date of Earliest Tr 2/13/2007	ansaction (M	Ionth/	/Day/Year)	Director10% Owner XOfficer (give title below)Other (specify below) President								
(Street) PITTSBURGH, PA 15222-2707	4	. If Amendment, Da	te Original F	Filed(N	/lonth/Day/Y	ear)	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 - I	Non-I	Derivative	Securit	ies Acqu	ired, Disposed of, or Beneficially Owned							
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction 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) (Instr. 3 and 4)	6. Ownership Form: Direct (D)	7. Nature of Indirect Beneficial Ownership					
		(Wolldi/Day/Tear)	Code	v	Amount	(A) or (D)	Price	(1150. 5 and 4)	or Indirect (D) or Indirect (I) (Instr. 4)	- · · · · · ·					
\$5 Par Common Stock	02/13/2007		S		7,000	D	\$ 75.2	107,469	D						
\$5 Par Common Stock	02/13/2007		S		10,000	D	\$ 75.3	97,469	D						
\$5 Par Common Stock	02/13/2007		S		5,000	D	\$ 75.35	92,469	D						
\$5 Par Common Stock	02/13/2007		S		5,000	D	\$ 75.4	87,469	D						
\$5 Par Common Stock	02/14/2007		М		43,666	А	\$ 53.5	131,135	D						
\$5 Par Common Stock	02/14/2007		S ⁽¹⁾		15,000	D	\$ 75.65	116,135	D						
\$5 Par Common Stock	02/14/2007		S <u>(1)</u>		3,000	D	\$ 75.68	113,135	D						
\$5 Par Common Stock	02/14/2007		S <u>(1)</u>		800	D	\$ 75.7	112,335	D						
\$5 Par Common Stock	02/14/2007		S <mark>(1)</mark>		3,000	D	\$ 75.72	109,335	D						
\$5 Par Common Stock	02/14/2007		S <mark>(1)</mark>		5,000	D	\$ 75.74	104,335	D						
\$5 Par Common Stock	02/14/2007		S <mark>(1)</mark>		4,866	D	\$ 75.75	99,469	D						
\$5 Par Common Stock	02/14/2007		S ⁽¹⁾		9,600	D	\$ 75.78	89,869	D						
\$5 Par Common Stock	02/14/2007		S <mark>(1)</mark>		2,000	D	\$ 75.8	87,869	D						
\$5 Par Common Stock	02/14/2007		S <mark>(1)</mark>		400	D	\$ 75.83	87,469	D						
\$5 Par Common Stock								479	Ι	401(k) Plan					

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirect

tly.		
Persons who res	pond 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)

De: Sec	Title of rivative curity str. 3)	Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	Code	ction 3)	n of Derivative		Expiration Da (Month/Day/Y	Expiration Date (Month/Day/Year)		of Underlying Securities		ccurity Securities nstr. 5) Beneficially Owned Following	Ownership Form of Derivative Security: Direct (D) or Indirect	Beneficial Ownership (Instr. 4)
					Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		(Instr. 4)	(Instr. 4)	

Employee Stock Option (Right-to- Buy)	\$ 53.5	02/14/2007	М			43,666	01/25/2006	01/25/2015	\$5 Par Common Stock	43,666	\$ 0	44,334	D	
Phantom Stock Unit	<u>(2)</u>	01/24/2007	J <u>(3)</u>	v	11		<u>(4)</u>	<u>(4)</u>	\$5 Par Common Stock	11	\$ 73.53	1,447		Supplemental Incentive Savings Plan

Reporting Owners

	Relationships								
Reporting Owner Name / Address	Director	10% Owner	Officer	Other					
GUYAUX JOSEPH C ONE PNC PLAZA 249 FIFTH AVENUE PITTSBURGH, PA 15222-2707			President						

Signatures

Lori A. Hasselman, Attorney-in-Fact for Joseph C. Guyaux	02/15/2007
-**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) Sale pursuant to cashless exercise of employee stock options.

(2) 1 for 1.

(3) Phantom Stock Units received as dividend equivalents under the PNC Supplemental Incentive Savings Plan.

(4) 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.