| FORM | 4 |
|------|---|
|------|---|

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

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

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SEC 1474 (9-02)

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 HANNON MICH | | 2. Issuer Name and PNC FINANCIA | | | | P INC | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner | | | | | |
|---|---------|--|---|--------------------|--------|---|--|---|--|--|---------------------------------------|--|
| (Last) (First) (Middle) ONE PNC PLAZA, 249 FIFTH AVENUE (Street) PITTSBURGH, PA 15222-2707 | | | 3. Date of Earliest Tr 02/16/2007 | ransaction (N | /lonth | /Day/Yea | r) | X_Officer (give title below)Other (specify below) Chief Credit Policy Officer 6. Individual or Joint/Group Filing(Check Applicable Line) X_Form filed by One Reporting Person Form filed by More than One Reporting Person | | | | |
| | | | 4. If Amendment, Da | ate Original I | Filed | Month/Day/Y | (ear) | | | | | |
| (City) | (State) | (Zip) | | Table I - N | on-D | erivative | Securiti | ired, Disposed of, or Beneficially Own | 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. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) | Ownership Form: | Beneficial | |
| | | | (Wohth/Day/Tear) | Code | v | Amount | (A) or (D) | Price | (Instr. 3 and 4) | Direct (D) or Indirect (I) (Instr. 4) | Ownership (Instr. 4) | |
| \$5 Par Common | Stock | 02/16/2007 | | M <mark>(1)</mark> | | 5,003 | А | \$ 61.75 | 42,305 | D | | |
| \$5 Par Common | Stock | 02/16/2007 | | F <u>(1)</u> | | 4,094 | D | \$ 75.46 | 38,211 | D | | |
| \$5 Par Common | Stock | 02/16/2007 | | F ⁽¹⁾ | | 317 | D | \$ 75.46 | 37,894 | D | | |
| \$5 Par Common | Stock | 02/16/2007 | | M <u>(1)</u> | | 8,000 | А | \$ 61.75 | 45,894 | D | | |
| \$5 Par Common | Stock | 02/16/2007 | | F <u>(1)</u> | | 6,546 | D | \$ 75.46 | 39,348 | D | | |
| \$5 Par Common | Stock | 02/16/2007 | | F ⁽¹⁾ | | 446 | D | \$ 75.46 | 38,902 | D | | |
| \$5 Par Common | Stock | | | | | | | | 6,284 | Ι | 401(k) Plan | |
| \$5 Par Common | Stock | | | | | | | | 136 | Ι | UTMA by Spouse for Son/BR | |
| \$5 Par Common | Stock | | | | | | | | 137 | Ι | UTMA by Spouse for Son/CR | |

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 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) | | | | | | | | | | | | | | |
|------------|--|------------------|--------------------|-----------|---|-------------------|-----------|-----------------|---------------------------------------|---------------|--------------|------------|----------------------------|-------------|------------|
| | 2. | | 3A. Deemed | 4. | | 5. Num | | 6. Date Exercis | | 7. Title and | | | 9. Number of | | 11. Nature |
| Derivative | Conversion | | Execution Date, if | | | | | | | of Underlying | | Derivative | | Ownership | |
| | | (Month/Day/Year) | | Code | | Securit | | (Month/Day/Y | · · · · · · · · · · · · · · · · · · · | Securities | | 2 | | | Beneficial |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8 |) | Acquire | | | | (Instr. 3 and | . 4) | · / | | | Ownership |
| | Derivative | | | | | - | osed of | | | | | | | Security: | · · · · · |
| | Security | | | | | (D) (In star 1 | | | | | | | 0 | Direct (D) | |
| | | | | | | (1nstr. 2) | 8, 4, and | | | | | | Reported Transaction(s) | or Indirect | |
| | | | | | | 5) | 1 | | [| | 1 | | | (Instr. 4) | |
| | | | | | | | | | | | Amount | | (1130. 4) | (1130.4) | |
| | | | | | | | | | Expiration | | or | | | | |
| | | | | | | | | Exercisable | Date | Title | Number | | | | |
| | | | | Code | v | (A) | (D) | | | | of Shares | | | | |
| | - | | | Code | v | (A) | (D) | | - | | Shares | | | | |
| Employee | | | | | | | | | | | | | | | |
| Stock | | | | | | | | | | \$5 Par | | | | | |
| Option | \$ 61.75 | 02/16/2007 | | М | | | 8 000 | 10/24/2001 | 10/24/2010 | Common | 8 000 | \$ 0 | 0 | D | |
| - | \$ 01.75 | 02/10/2007 | | 141 | | | 0,000 | 10/24/2001 | 10/24/2010 | Stock | 0,000 | φυ | U | D | |
| (Right-to- | | | | | | | | | | SIOCK | | | | | |
| Buy) | | | | | | | | | | | | | | | |

| Employee Stock Option (Right-to- Buy) | \$ 61.75 | 02/16/2007 | М | | 5,003 | 10/24/2001 | 10/24/2010 | \$5 Par Common Stock | 5,003 | \$ 0 | 3,997 | D | |
|---|----------|------------|---|-------|-------|------------|------------|----------------------------|-------|------|-------|---|--|
| Employee Stock Option (Right-to- Buy) Reload | \$ 75.63 | 02/16/2007 | A | 4,411 | | 02/16/2008 | 10/24/2010 | \$5 Par Common Stock | 4,411 | \$ 0 | 4,411 | D | |
| Employee Stock Option (Right-to- Buy) Reload | \$ 75.63 | 02/16/2007 | А | 6,992 | | 02/16/2008 | 10/24/2010 | \$5 Par Common Stock | 6,992 | \$ 0 | 6,992 | D | |

Reporting Owners

| | Relationships | | | | | | | | |
|--|---------------|--------------|-----------------------------|-------|--|--|--|--|--|
| Reporting Owner Name / Address | Director | 10% Owner | Officer | Other | | | | | |
| HANNON MICHAEL J ONE PNC PLAZA 249 FIFTH AVENUE PITTSBURGH, PA 15222-2707 | | | Chief Credit Policy Officer | | | | | | |

Signatures

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.