### FORM 4

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

OMB APPROVAL
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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).

#### 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)																
Name and Address of Reporting Person   DEMCHAK WILLIAM S	2. Issuer Name <b>and</b> PNC FINANCIA		_	•	INC [I	Director 10% Owner										
ONE PNC PLAZA, 249 FIFTH AVEN		Date of Earliest Tr. 0/29/2007	ansaction (M	fonth/	X Officer (give title below) Other Vice Chairman	(specify below)										
(Street) PITTSBURGH, PA 15222-2707	. If Amendment, Da	te Original F	Filed(M	onth/Day/Ye	ar)		6. Individual or Joint/Group FilingCheck App _X_ Form filed by One Reporting Person _ Form filed by More than One Reporting Person	licable Line)								
(City) (State)	(Zip)		Table I	- Non-	Derivativ	e Securi	ities Acqu	ired, Disposed of, or Beneficially Owned	plicable)10% OwnerOther (specify below) irman Check Applicable Line) erson  owned  y 6. 7. Nature							
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 Acqui or Disposed of (D) (Instr. 3, 4 and 5)		)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	Ownership Form:	of Indirect Beneficial						
		(Wollin/Day/Tear)	Code	V	Amount	(A) or (D)	Price		or Indirect (I							
\$5 Par Common Stock	03/31/2007		J(1)	V	113	A	(1)	813	I							
\$5 Par Common Stock	04/24/2007		J(2)	V	7	A	\$ 75.315	820	I							
\$5 Par Common Stock	06/30/2007		J(1)	V	70	A	(1)	890	I							
\$5 Par Common Stock	07/24/2007		J(2)	V	8	A	\$ 71.08	898	I							
\$5 Par Common Stock	10/24/2007		J(2)	V	8	A	\$ 68.775	906	I							
\$5 Par Common Stock	06/05/2007		G	V	2,000	D	\$ 0	171,551	D							
\$5 Par Common Stock	10/29/2007		M <sup>(3)</sup>		27,892	A	\$ 46.23	199,443	D							
\$5 Par Common Stock	10/29/2007		F <sup>(3)</sup>		17,814	D	\$ 72.38	181,629	D							
\$5 Par Common Stock	10/29/2007		F <sup>(3)</sup>		4,295	D	\$ 72.38	177,334	D							
\$5 Par Common Stock	10/29/2007		M <sup>(3)</sup>		67,706	A	\$ 54.04	245,040	D							
\$5 Par Common Stock	10/29/2007		F <sup>(3)</sup>		50,550	D	\$ 72.38	194,490	D							
\$5 Par Common Stock	10/29/2007		F <sup>(3)</sup>		7,311	D	\$ 72.38	187,179	D							
Reminder: Report on a separate line for each clas	ss of securities benefic	cially owned directly	or indirectly	у.												

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SEC 1474 (9-02)

## 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)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transac Code	tion	Derivative Expiration Date		Securities			Derivative Securities Beneficially Owned Following	Derivative Security: Direct (D)	11. Nature of Indirect Beneficial Ownership (Instr. 4)		
				Code	V	(A)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares		Reported Transaction(s) (Instr. 4)	or Indirect (I) (Instr. 4)	
Phantom Stock Unit	(4)	04/24/2007		J <u>(5)</u>	V	17		<u>(6)</u>	(6)	\$5 Par Common Stock	17	\$ 75.315	2,150	I	Supplemental Incentive Savings Plan
Phantom Stock Unit	(4)	07/24/2007		J <u>(5)</u>	V	19		<u>(6)</u>	<u>(6)</u>	\$5 Par Common Stock	19	\$ 71.08	2,169	I	Supplemental Incentive Savings Plan
Phantom Stock Unit	<u>(4)</u>	10/24/2007		<u>J(5)</u>	V	20		<u>(6)</u>	<u>(6)</u>	\$5 Par Common Stock	20	\$ 68.775	2,189	I	Supplemental Incentive Savings Plan

Phantom Stock Unit	<u>(4)</u>	04/24/2007	J <u>(7)</u>	V	232		<u>(6)</u>	<u>(6)</u>	\$5 Par Common Stock	232	\$ 75.315	28,149	I	Deferred Compensation Plan
Phantom Stock Unit	<u>(4)</u>	07/24/2007	J(7)	V	247		(6)	<u>(6)</u>	\$5 Par Common Stock	247	\$ 71.08	28,396	I	Deferred Compensation Plan
Phantom Stock Unit	<u>(4)</u>	10/24/2007	J <u>(7)</u>	V	259		<u>(6)</u>	(6)	\$5 Par Common Stock	259	\$ 68.775	28,655	I	Deferred Compensation Plan
Employee Stock Option (Right-to- Buy) Reload	\$ 71.81	10/29/2007	M		57,861		10/29/2008	01/06/2014	\$5 Par Common Stock	57,861	\$ 0	57,861	D	
Employee Stock Option (Right-to- Buy) Reload	\$ 71.81	10/29/2007	М		22,109		10/29/2008	09/09/2012	\$5 Par Common Stock	22,109	\$ 0	22,109	D	
Employee Stock Option (Right-to- Buy)	\$ 54.04	10/29/2007	М			67,706	01/06/2005	01/06/2014	\$5 Par Common Stock	67,706	\$ 0	27,294	D	
Employee Stock Option (Right-to- buy)	\$ 46.23	10/29/2007	M			27,892	09/09/2003	09/09/2012	\$5 Par Common Stock	27,892	\$ 0	0	D	

### **Reporting Owners**

	Relationships							
Reporting Owner Name / Address	Director	10% Owner	Officer	Other				
DEMCHAK WILLIAM S								
ONE PNC PLAZA			Vice Chairman					
249 FIFTH AVENUE			vice Chairman					
PITTSBURGH, PA 15222-2707								

### **Signatures**

Lori A. Hasselman, Attorney-in-Fact for William S. Demchak	10/31/2007
**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) Shares acquired under the PNC Incentive Savings Plan at various prices.
- (2) Dividend reinvestment shares acquired.
- (3) 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.
- (4) One phantom stock unit is the economic equivalent of one share of PNC Common Stock.
- (5) Phantom Stock Units received as dividend equivalents under the PNC Supplemental Incentive Savings Plan.
- (6) Phantom Stock Units will be settled in cash upon distribution from the reporting person's plan account and generally do not expire.
- (7) Phantom Stock Units received as dividend equivalents under the PNC Deferred Compensation Plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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