| FORM | 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).     |

(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 Report<br>WHITFORD THOMAS | P       | 2. Issuer Name and<br>PNC FINANCIA<br>PNC] |  |              | <i>.</i> .  | P INC   | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br>Director<br>TOfficer (give tile below)Other (specify below)<br>EVP and Chief Admin Officer |                     |  |  |                         |  |
|--|---------|--|--|--------------|-------------|---|--|---------------------|--|--|-------------------------|--|
| ONE PNC PLAZA, 249                               | · · · · | TT   | . Date of Earliest Tr<br>1/22/2008   | ansaction (N | Aonth       | /Day/Yea                                      | r)   | EVP and Chief Admin | Officer  |  |                         |  |
| (S)<br>PITTSBURGH, PA 1522                       | 4       | . If Amendment, Da                         | te Original I  | Filed(1      | Month/Day/Y | (ear)   | 6. Individual or Joint/Group Filing(Check Applicable Line)<br>_X_Form filed by One Reporting Person<br>Form filed by More than One Reporting Person                      |                     |  |  |                         |  |
| (City) (S  | ate)    | (Zip)                                      | Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned |              |             |   |  |                     |  |  |                         |  |
| I.Title of Security<br>(Instr. 3)                | Da      | ate<br>Ionth/Day/Year)                     | Execution Date, if   | (Instr. 8)   |             | 4. Securi<br>(A) or D<br>(Instr. 3,<br>Amount | (A) or   |                     | 5. Amount of Securities Beneficially<br>Owned Following Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | Beneficial<br>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)        |                          |  |  |   |              |            |  |                    |                                      |  |   |            |            |  |
|---|---|--------------------------|--|--|---|--------------|------------|--|--------------------|--------------------------------------|--|---|------------|------------|--|
|   | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | Date<br>(Month/Day/Year) |  | 4. 5. Number<br>Transaction of Derivative<br>Code Securities |   | (Month/Day/Y | e<br>Tear) | 7. Title and Amount<br>of Underlying<br>Securities |                    | Derivative<br>Security<br>(Instr. 5) | Securities<br>Beneficially<br>Owned<br>Following | Ownership<br>Form of<br>Derivative<br>Security:<br>Direct (D)<br>or Indirect<br>(I) | Beneficial |            |  |
|   |   |                          |  | Code   | v | (A)          | (D)        | Exercisable  | Expiration<br>Date | Title                                | Amount<br>or<br>Number<br>of<br>Shares           |   | (Instr. 4) | (Instr. 4) |  |
| Employee<br>Stock<br>Option<br>(Right-to-<br>Buy) | \$ 57.21  | 01/22/2008               |  | A <sup>(1)</sup>   |   | 66,000       |            | 01/22/2009   | 01/22/2018         | \$5 Par<br>Common<br>Stock           | 66,000   | \$ O  | 66,000     | D          |  |

## **Reporting Owners**

|   | Relationships |              |                             |       |  |  |  |  |  |
|---|---------------|--------------|-----------------------------|-------|--|--|--|--|--|
| Reporting Owner Name / Address  | Director      | 10%<br>Owner | Officer                     | Other |  |  |  |  |  |
| WHITFORD THOMAS K<br>ONE PNC PLAZA<br>249 FIFTH AVENUE<br>PITTSBURGH, PA 15222-2707 |               |              | EVP and Chief Admin Officer |       |  |  |  |  |  |

## Signatures

 Lori A. Hasselman, Attorney-in-Fact for Thomas K. Whitford
 01/24/2008

 <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.