| 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). |

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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

| (Print or Type Responses) 1. Name and Address of Reporting Person [*] | | 2. Issuer Name and | Ticker or T | rading | g Symbol | | | 5. Relationship of Reporting Person(s) to | | |
|---|--|---------------------|--------------------------------------|-----------|---|---|--|--|--|--|
| HANNON MICHAEL J | PNC FINANCIA | | | | P INC | (Check all applicable) Director 10% Owner Officer (give title below) Other (specify below) Chief Credit Policy Officer | | | | |
| (Last) (First) ONE PNC PLAZA, 249 FIFTH AV | 3. Date of Earliest Tr 02/19/2008 | ansaction (N | Ionth | /Day/Year | .) | | | | | |
| (Street) PITTSBURGH, PA 15222-2707 | 4 | 4. If Amendment, Da | te Original I | Filed(1 | Month/Day/Y | ear) | 6. Individual or Joint/Group Filing(Check Applicable Line) | | | |
| (City) (State) | (Zip) | | Table I - I | Non-l | Derivative | Securi | ired, Disposed of, or Beneficially Owned | d | | |
| 1.Title of Security (Instr. 3) | 2. Transaction Date (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) | 6. Ownership Form: | 7. Nature of Indirect Beneficial |
| | | (Month/Day/Year) | 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 | 02/19/2008 | | M <mark>(1)</mark> | | 13,081 | А | \$ 54.04 | 53,853 | D | |
| \$5 Par Common Stock | 02/19/2008 | | F <u>(1)</u> | | 11,134 | D | \$ 63.485 | 42,719 | D | |
| \$5 Par Common Stock | 02/19/2008 | | F ⁽¹⁾ | | 596 | D | \$ 63.485 | 42,123 | D | |
| \$5 Par Common Stock | 02/19/2008 | | M <mark>(1)</mark> | | 15,176 | А | \$ 57.1 | 57,299 | D | |
| \$5 Par Common Stock | 02/19/2008 | | F <u>(1)</u> | | 13,649 | D | \$ 63.485 | 43,650 | D | |
| \$5 Par Common Stock | 02/19/2008 | | F <u>(1)</u> | | 468 | D | \$ 63.485 | 43,182 | D | |
| \$5 Par Common Stock | | | | | | | | 6,520 | Ι | 401(k) Plan |
| \$5 Par Common Stock | | | | | | | | 136 | I | 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 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 (a.g., puts calls warrants options convertible securities)

| | (<i>e.g.</i> , puts, cans, warrants, options, convertible securities) | | | | | | | | | | | | | | |
|---|--|------------|---|-----------------------|------|----------|--------------------------------------|--|--------------------|--|--|------|---|----------------------------------|--|
| | Conversion | | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transac Code | tion | 5. Numbe | er of re s (A) or of (D) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | ar) of Underlying 1 Securities (Instr. 3 and 4) | | | Security Securities Instr. 5) Beneficially Owned Following | | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
| | | | | Code | v | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | Reported Transaction(s) (Instr. 4) | or Indirect (I) (Instr. 4) | |
| Employee Stock Option (Right-to- Buy) Reload | \$ 62.39 | 02/19/2008 | | А | | 11,730 | | 02/19/2009 | 01/06/2014 | \$5 Par Common Stock | 11,730 | \$ 0 | 11,730 | D | |

| Employee Stock Option (Right-to- Buy) Reload | \$ 62.39 | 02/19/2008 | A | 14,117 | | 02/19/2009 | 01/03/2012 | \$5 Par Common Stock | 14,117 | \$ 0 | 14,117 | D | |
|---|----------|------------|---|--------|--------|------------|------------|----------------------------|--------|------|--------|---|--|
| Employee Stock Option (Right-to- Buy) | \$ 57.1 | 02/19/2008 | М | | 15,176 | 01/03/2003 | 01/03/2012 | \$5 Par Common Stock | 15,176 | \$ 0 | 21,574 | D | |
| Employee Stock Option (Right-to- Buy) | \$ 54.04 | 02/19/2008 | М | | 13,081 | 01/06/2005 | 01/06/2014 | \$5 Par Common Stock | 13,081 | \$ 0 | 0 | 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

| Lori A. Hasselman, Attorney-in-Fact for Michael J. Hannon | 02/21/2008 |
|---|------------|
| -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) 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.