## FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Estimated average burden
hours per response... 0.5

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

	pe Responses	9)													
1. Name and Address of Reporting Person* STEFFES LORENE K				2. Issuer Name and Ticker or Trading Symbol PNC FINANCIAL SERVICES GROUP INC [PNC]						INC	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  _X_ Director 10% Owner Officer (give title below) Other (specify below)				
ONE PN	*	(First) , 249 FIFTH AV	ED II IE	3. Date o			Trans	action (Month	n/Day/Year)	)					
(Street)				4. If Amendment, Date Original Filed(Month/Day/Year)						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				
PITTSBURGH, PA 15222-2707 (City) (State) (Zip)				Table I - Non-Derivative Securities Acqu						curities Acai					
1.Title of S (Instr. 3)	ecurity		2. Transaction Date (Month/Day/Year)	2A. De Executi any (Month	ion D	Date, if	3. T Coc (Ins	Fransaction de str. 8)	4. Securitie (A) or Disp (Instr. 3, 4	es Acquired bosed of (D)	5. Amou	nt of Securi Following R ion(s)	ties Beneficially		Beneficial Ownership ect (Instr. 4)
Reminder:	Report on a s	eparate line for each		Derivat	ive S	Securi	ties A	Perso in this displa	ons who rest form are ays a curre	not require ently valid ( r Beneficially	d to res OMB cor	pond unle	ormation con ss the form er.	tained Si	EC 1474 (9-02)
	2.	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	Code of Der Sec Act (A) Dis of (Instr. 8)			arrai	6. Date Exe		7. Title and	Amount	8. Price of	9. Number of	10. Ownership Form of Derivative Security: Direct (D) or Indirect ) (I) (Instr. 4)	11. Nature of
Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security		Execution Date, if any	Code		Num of Deriv Secur Acqu (A) o Dispo of (D (Instr	vative rities aired or osed	and Expirati (Month/Day	on Date	of Underlyin Securities (Instr. 3 and	ng	Derivative Security (Instr. 5)		Ownership Form of Derivative Security: Direct (D) or Indirect (I)	In Nature of Indirect Beneficial Ownership (Instr. 4)
Security	or Exercise Price of Derivative		Execution Date, if any	Code		Numof Of Deriv Secur Acqu (A) o Dispo	vative rities aired or osed	and Expirati	on Date /Year)  Expiration	of Underlyin Securities (Instr. 3 and	ng	Derivative Security	Derivative Securities Beneficially Owned Following Reported Transaction(s)	Ownership Form of Derivative Security: Direct (D) or Indirect (I)	Indirect Beneficial Ownership
Security	or Exercise Price of Derivative		Execution Date, if any	Code (Instr. 8	3)	Numi of Deriv Secur Acqu (A) o Dispo of (D (Instr 4, and	vative rities aired or cosed by 3, dd 5)	and Expirati (Month/Day	on Date /Year)  Expiration	of Underlyin Securities (Instr. 3 and	Amount or Number of	Derivative Security	Derivative Securities Beneficially Owned Following Reported Transaction(s)	Ownership Form of Derivative Security: Direct (D) or Indirect (I)	Indirect Beneficial Ownership
Security (Instr. 3)  Phantom Stock	or Exercise Price of Derivative Security	(Month/Day/Year)	Execution Date, if any	Code (Instr. 8	V V	Numof Deriv Secur Acqui (A) of Dispo of (D) (Instr. 4, and (A)	vative rities aired or cosed by 3, dd 5)	and Expirati (Month/Day	on Date /Year)  Expiration Date	of Underlyin Securities (Instr. 3 and Title  \$5 Par Common	Amount or Number of Shares	Derivative Security (Instr. 5)	Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	Indirect Beneficial Ownership (Instr. 4)  Deferred Compensatio

#### **Reporting Owners**

	Relationships					
Reporting Owner Name / Address	Director	10% Owner	Officer	Other		
STEFFES LORENE K ONE PNC PLAZA 249 FIFTH AVENUE PITTSBURGH, PA 15222-2707	X					

### **Signatures**

Lori A. Hasselman, Attorney-in-Fact for Lorene K. Steffes	
	1

**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) One phantom stock unit is the economic equivalent of one share of PNC Common Stock.
- (2) Phantom Stock Units received as dividend equivalents under the PNC Directors Deferred Compensation Plan.
- (3) Phantom Stock Units will be settled in cash upon distribution from the reporting person's plan account and generally do not expire.
- (4) Phantom Stock Units received under the PNC Directors Deferred Compensation Plan.
- (5) Phantom Stock Units received as dividend equivalents under the PNC Outside Directors Deferred Stock Unit Plan.

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.