## FORM 4

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

| OMB APPROV             | AL        |
|------------------------|-----------|
| OMB Number:            | 3235-0287 |
| Estimated average burd | en        |
| 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

| e Responses)   |                      |  |  |   |  |   |  |   |  |  |  |  |   |  |
|--|----------------------|--|--|---|--|---|--|---|--|--|--|--|---|--|
| 1. Name and Address of Reporting Person * ROHR JAMES E |                      |  |  | 2. Issuer Name and Ticker or Trading Symbol<br>PNC FINANCIAL SERVICES GROUP INC [PNC]   |  |   |  |   | NC1  | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  X_Director 10% Owner  |  |  |   |  |
| ONE PNC PLAZA, 249 FIFTH AVENUE                        |                      |  |  | 3. Date of Earliest Transaction (Month/Day/Year) 07/21/2008   |  |   |  |   | X  | X_Officer (give title below) Other (specify below)  Chairman and CEO   |  |  |   |  |
| (Street) PITTSBURGH, PA 15222-2707                     |                      |  | 4. If Amendment, Date Original Filed(Month/Day/Year)   |   |  |   |  |   | _X_ F  | 6. Individual or Joint/Group Filing(Check Applicable Line)  X_Form filed by One Reporting Person Form filed by More than One Reporting Person  |  |  |   |  |
| )  | (State)              | (Zip)  | Table I - Non-Derivative Securities Acquire  |   |  |   | Acquired,  | red, Disposed of, or Beneficially Owned   |  |  |  |  |   |  |
| of Security )  2. Transaction Date (Month/Day/Ye       |                      | Date   | ear) any   |   | ate, if C  | (Instr. 8)  |  | or Disposed of str. 3, 4 and 5)  (A) or   | C(D) Owner<br>Trans  | Owned Following Reported<br>Transaction(s)<br>(Instr. 3 and 4)   |  |  | Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)  | Beneficial<br>Ownership  |
|  |                      | Table II   |  |   |  |   | this form<br>currently<br>uired, Dispose   | are not requivalid OMB co   | red to respontrol num  | ond unles<br>ber.  |  |  | in SEC  | 1474 (9-02)  |
| Derivative Conversion D                                | (Month/Day/Year) any |  | 4. 5. Numl Transaction Derivati Code Securiti (Instr. 8) Acquire or Dispo  |   |  | ber of ive Expiration Date Expiration Date (Month/Day/Year) ed (A) osed of  |  | vertible securiti   | .es)   |  | Derivative<br>Security   | 9. Number of<br>Derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)   |   |  |
| Conversion<br>or Exercise<br>Price of<br>Derivative    | Date                 | Execution Date, if   | Transact<br>Code   | tion De Se Se Or (D) (In  | erivative<br>ecurities<br>equired (<br>Dispose<br>0)<br>nstr. 3, 4,  | (A)<br>ed of  | Expiration Da  | nte   | 7. Title and<br>of Underlyi<br>Securities<br>(Instr. 3 and   | ing  | Derivative<br>Security   | Derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported   | Owners:<br>Form of<br>Derivati<br>Security<br>Direct (<br>or Indire   | Ownershi<br>(Instr. 4)   |
| Conversion<br>or Exercise<br>Price of<br>Derivative    | Date                 | Execution Date, if any   | Transact<br>Code   | tion De Se Se Or (D) (In  | erivative<br>ecurities<br>equired (<br>Dispose<br>0)<br>nstr. 3, 4,<br>ad 5)   | (A)<br>ed of  | Expiration Da  | nte   | of Underlyi<br>Securities  | ing  | Derivative<br>Security   | Derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported   | Owners:<br>Form of<br>Derivati<br>Security<br>Direct (<br>or Indire   | of Indirect Beneficial Ownershi (Instr. 4)   |
|  | RGH, PA              | MES E  (First) C PLAZA, 249 FIFTH AVE (Street)  RGH, PA 15222-2707 (State)  curity | MES E  (First) (Middle) C PLAZA, 249 FIFTH AVENUE  (Street)  RGH, PA 15222-2707  (State) (Zip)  curity  2. Transaction Date (Month/Day/Year)  deport on a separate line for each class of securities between the company of the company | MES E  PNC F  (Middle) 3. Date of O7/21/2  (Street)  RGH, PA 15222-2707  (State)  2. Transaction Date (Month/Day/Year)  Curity  2. Transaction Date (Month/Day/Year)  Executing (Month/Day/Year)  Table II - Deriva (e.g., p. | MES E  PNC FINAN  3. Date of Earli 07/21/2008  (Street)  4. If Amendment  RGH, PA 15222-2707  (State)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  curity  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  Table II - Derivative So (e.g., puts, ca) | MES E  PNC FINANCIAL  (Middle) 3. Date of Earliest Trans 07/21/2008  (Street)  RGH, PA 15222-2707  (State)  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  Table II - Derivative Securities (e.g., puts, calls, warr | PNC FINANCIAL SER  (First) (Middle) 3. Date of Earliest Transactio 07/21/2008  (Street) 4. If Amendment, Date Origin (RGH, PA 15222-2707  (State) (Zip) Table  curity 2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)  Execution Date, if any (Month/Day/Year) (Code (Instr. (Month/Day/Year)) (Code (I | PNC FINANCIAL SERVICES GR  (Middle) (Decorate of Earliest Transaction (Month/Day) (Street)  (Street)  (Street)  (Street)  (State)  (State)  (State)  (State)  (State)  (State)  (Zip)  (State)  (Zip)  (State)  (Zip)  (State)  (Zip)  (A Deemed Execution Date, if (Month/Day/Year) (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (A (Instr. 8) (Instr. 8) | PNC FINANCIAL SERVICES GROUP INC [PD]  (First) (Middle) ( | MES E  PNC FINANCIAL SERVICES GROUP INC [PNC]  X  PLAZA, 249 FIFTH AVENUE  (Street)  A. If Amendment, Date Original Filed(Month/Day/Year)  (State)  (State)  (State)  (Zip)  Table I - Non-Derivative Securities Acquired, (A) or Disposed of (D) (Instr. 3, 4 and 5)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Instr. 8)  Persons who respond to the collethis form are not required to respond to the collethis form are not required to respond to many currently valid OMB control num | MES E PNC FINANCIAL SERVICES GROUP INC [PNC]  X_ Director X_ Officer (give ti D PLAZA, 249 FIFTH AVENUE  O7/21/2008  4. If Amendment, Date Original Filed(Month/Day/Year) O(State)  (State)  (State)  (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 5) (Instr. 3 and 4)  (Instr. 3 and 4)  Persons who respond to the collection of in this form are not required to respond unless currently valid OMB control number.  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned | MES E  PNC FINANCIAL SERVICES GROUP INC [PNC]  3. Date of Earliest Transaction (Month/Day/Year)  O7/21/2008  4. If Amendment, Date Original Filed(Month/Day/Year)  O(State)  (State)  (A) Or Desposed of (D) (Instr. 3, 4 and 5)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (A) Or Disposed of (D) (Instr. 3, 4 and 5)  (Instr. 3 and 4)  (A) Or Price  Persons who respond to the collection of information this form are not required to respond unless the form currently valid OMB control number.  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned | MES E PNC FINANCIAL SERVICES GROUP INC [PNC]  (Check all applicable X_Director X_Officer (give title below) Other CPLAZA, 249 FIFTH AVENUE  (Street) (Street) (State) (State) (State) (State) (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned CW Amount (A) or Disposed of (D) (Instr. 3, 4 and 5) (Instr. 3, 4 and 5) (Instr. 3 and 4)  Persons who respond to the collection of information contained 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  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned | MES E PNC FINANCIAL SERVICES GROUP INC [PNC]  (Check all applicable) |

|  | Relationships |              |                  |       |  |  |
|--|---------------|--------------|------------------|-------|--|--|
| Reporting Owner Name / Address   | Director      | 10%<br>Owner | Officer          | Other |  |  |
| ROHR JAMES E<br>ONE PNC PLAZA<br>249 FIFTH AVENUE<br>PITTSBURGH, PA 15222-2707 | X             |              | Chairman and CEO |       |  |  |

### **Signatures**

| Lori A. Hasselman, Attorney-in-Fact for James E. Rohr | 07/23/2008 |
|---|------------|
| -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) Grant of stock options subject to the precondition of an appropriate agreement, signed by the parties. Vests and becomes exercisable in full on first day on or after third anniversary of grant date where the closing price for PNC stock for that day and each of the four immediately preceding trading days was at least 120% of exercise price, or 76.428.

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.