

# FORM 4

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

OMB APPROVAL

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**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* <b>HANNON MICHAEL J</b> <small>(Last) (First) (Middle)</small> <b>ONE PNC PLAZA, 249 FIFTH AVENUE</b> <small>(Street)</small> <b>PITTSBURGH, PA 15222-2707</b> <small>(City) (State) (Zip)</small>	2. Issuer Name and Ticker or Trading Symbol <b>PNC FINANCIAL SERVICES GROUP INC [PNC]</b> 3. Date of Earliest Transaction (Month/Day/Year) <b>08/19/2008</b> 4. If Amendment, Date Original Filed(Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ <b>Chief Credit Policy Officer</b> 6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
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**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (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) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
\$5 Par Common Stock	08/19/2008		M		3,997	A	\$ 61.75	32,179	D	
\$5 Par Common Stock	08/19/2008		S		3,997	D	\$ 67.8553 (1)	28,182	D	
\$5 Par Common Stock	08/19/2008		M(2)		19,975	A	\$ 57.1	48,157	D	
\$5 Par Common Stock	08/19/2008		F(2)		16,574	D	\$ 68.815	31,583	D	
\$5 Par Common Stock	08/19/2008		F(2)		1,041	D	\$ 68.815	30,542	D	
\$5 Par Common Stock	07/24/2008		J(3)	V	62	A	\$ 69.92	6,647	I	401(k) Plan
\$5 Par Common Stock								137	I	UTMA by Spouse for Son/CR
\$5 Par Common Stock								136	I	UTMA by Spouse for Son/BR

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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**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)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option (Right-to-Buy)	\$ 57.1	08/19/2008		M		19,975		01/03/2003	01/03/2012	\$5 Par Common Stock	19,975	\$ 0	1,599	D	
Employee Stock Option (Right-to-Buy) Reload	\$ 68.72	08/19/2008		A		17,615		08/19/2009	01/03/2012	\$5 Par Common Stock	17,615	\$ 0	17,615	D	

Employee Stock Option (Right-to-Buy)	\$ 61.75	08/19/2008		M			3,997	10/24/2001	10/24/2010	\$5 Par Common Stock	3,997	\$ 0	0	D	
Phantom Stock Unit	(4)	01/24/2008		J(5)	V	20		(6)	(6)	\$5 Par Common Stock	20	\$ 58.605	1,924	I	Supplemental Incentive Savings Plan
Phantom Stock Unit	(4)	04/24/2008		J(5)	V	19		(6)	(6)	\$5 Par Common Stock	19	\$ 65.955	1,943	I	Supplemental Incentive Savings Plan
Phantom Stock Unit	(4)	07/24/2008		J(5)	V	19		(6)	(6)	\$5 Par Common Stock	19	\$ 69.92	1,962	I	Supplemental Incentive Savings Plan

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	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		08/21/2008
<small>**Signature of Reporting Person</small>		<small>Date</small>

## 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) Represents the weighted average price of shares sold with actual prices ranging from \$67.83 to \$67.92. Upon a request from the staff of the SEC, the issuer, or a security holder of the issuer, the reporting person undertakes to provide full information regarding the number of shares sold at each separate price.
- (2) 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.
- (3) Dividend reinvestment shares acquired under the PNC Incentive Savings Plan.
- (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.

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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