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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported):

February 13, 2008

**Sterling Financial Corporation**

(Exact name of registrant as specified in its charter)

Pennsylvania

0-16276

23-2449551

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(I.R.S. Employer  
Identification No.)

101 North Pointe Boulevard, Lancaster, Pennsylvania

17601-4133

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

717-581-6030

Not Applicable

Former name or former address, if changed since last report

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)  
 Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)  
 Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))  
 Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 5.04 Temporary Suspension of Trading Under Registrant's Employee Benefit Plans.**

On February 11, 2008, The PNC Financial Services Group, Inc. (PNC) filed an amended registration statement on Form S-4 regarding the proposed merger of Sterling Financial Corporation (Sterling) into PNC. The registration statement includes Sterling's definitive proxy statement and was mailed to Sterling shareholders on or about February 13, 2008. Included with the proxy materials mailed on February 13, 2008 to the Sterling Financial Corporation 401(k) Retirement Plan participants and to all Sterling directors and executive officers, was a notice that a Blackout Period would occur in connection with the proposed merger. The Blackout Period will begin as of noon EST on March 24, 2008 and is expected to end on April 7, 2008. A copy of each of the Blackout Notices to the 401(k) Plan participants and to the Sterling directors and executive officers, which includes the information specified in Rule 104(b) of Regulation BTR, are attached hereto as Exhibits 99.1 and 99.2 respectively, and are incorporated herein by reference.

**Item 8.01 Other Events.**

The PNC Financial Services Group, Inc. has filed a registration statement with the United States Securities and Exchange Commission (the "SEC") that contains a proxy statement/prospectus concerning the merger that has been mailed to Sterling shareholders, and each of the companies plans to file with the SEC other documents regarding the proposed transaction. **WE URGE INVESTORS TO READ THE PROXY STATEMENT/PROSPECTUS, AS WELL AS ANY OTHER DOCUMENTS TO BE FILED WITH THE SEC IN CONNECTION WITH THE MERGER OR INCORPORATED BY REFERENCE IN THE PROXY STATEMENT/PROSPECTUS, BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION.** Investors can obtain the proxy statement/prospectus, as well as other documents containing information about PNC and Sterling, free of charge at the SEC's web site ([www.sec.gov](http://www.sec.gov)). In addition, documents filed with the SEC by The PNC Financial Services Group, Inc. are available free of charge from Shareholder Relations at (800) 843-2206. Documents filed with the SEC by Sterling Financial Corporation are available free of charge from Sterling Financial Corporation by contacting Shareholder Relations at (717) 735-4066.

The directors, executive officers, and certain other members of management and employees of Sterling Financial Corporation are participants in the solicitation of proxies in favor of the merger from the shareholders of Sterling Financial Corporation. Information about the directors and executive officers of Sterling Financial Corporation is set forth in the proxy statement for its 2007 annual meeting of shareholders, which was filed with the SEC on April 2, 2007. Additional information regarding the interests of such participants is included in the proxy statement/prospectus concerning the merger. You may obtain free copies of these documents as described in the preceding paragraph.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

99.1 Blackout Notice to 401(k) Participants

99.2 Blackout Notice to Directors and Executive Officers

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

*February 19, 2008*

Sterling Financial Corporation

*By: Jean Svoboda*

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*Name: Jean Svoboda*

*Title: Senior Vice President, General Counsel*

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Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
99.1	Sterling Financial Corporation 401(k) Plan Participant Blackout Notice
99.2	Sterling Financial Corporation Officer and Director Blackout Notice

**Important Notice Concerning Your Rights Under the  
Sterling Financial Corporation 401(k) Retirement Plan**

On July 19, 2007, Sterling Financial Corporation (“Sterling”) agreed to merge with and into The PNC Financial Services Group, Inc. (“PNC”). If Sterling’s shareholders approve the merger, you will be able to elect whether to receive cash, PNC common stock, or a combination of the two in exchange for the shares of Sterling common stock that are allocated to your account under the Sterling Financial Corporation 401(k) Retirement Plan (the “401(k) Plan”). This notice describes a “blackout period” that will occur in connection with the merger.

**What Is the “Blackout Period”?**

The “blackout period” is a period during which you will not be able to transfer any portion of your 401(k) Plan account out of the Sterling common stock investment fund and into any other investment fund in the 401(k) Plan. You also will not be able to make a withdrawal or receive a distribution during the blackout period from any portion of your 401(k) Plan account that is invested in the Sterling common stock investment fund.

The Sterling common stock investment fund is the only investment fund in the 401(k) Plan that will be affected by the blackout period. You will continue to be able to transfer amounts held in any other investment fund in the 401(k) Plan by following the usual fund transfer procedures. You also will be able to make a withdrawal or receive a distribution from any other investment fund in the 401(k) Plan during the blackout period to the same extent that these rights would be available to you at any other time.

**Who Is Affected?**

You will be affected by the blackout period if any part of your 401(k) Plan account is invested in the Sterling common stock investment fund when the blackout period begins.

**When Will The “Blackout Period” Occur?**

The blackout period will begin at noon Eastern Standard Time on March 24, 2008. The blackout period is expected to end on April 7, 2008, although it is possible that unanticipated delays could cause the blackout period to last longer. You can determine whether the blackout period has ended by checking the [www.my-benefit-info.com](http://www.my-benefit-info.com) website.

**Why Is the “Blackout Period” Necessary?**

It is necessary to suspend sales of Sterling common stock while elections of merger consideration are processed. The blackout period will allow the 401(k) Plan recordkeeper to determine what form of merger consideration (cash, PNC common stock, or a combination of the two) each participant has elected to receive; to direct the 401(k) Plan trustee to exchange the Sterling common stock held in each participant’s account for the correct form of merger consideration; and to allocate the merger consideration received from PNC to each participant’s account. The blackout period will also allow PNC to collect elections of merger consideration from all Sterling shareholders (including the 401(k) Plan); to adjust the elections (if necessary) as provided in the merger agreement; and to pay the merger consideration to all Sterling shareholders (including the 401(k) Plan).

**What Should You Do?**

Whether or not you are planning to retire in the near future, you should consider carefully how the blackout period might affect your retirement planning, as well as your overall financial plan. Because you will be unable to transfer amounts out of the Sterling common stock investment fund during the blackout period, it is very important that you review and consider the appropriateness of your investments before the blackout period begins. For your long-term retirement security, you should give careful consideration to the importance of a well-balanced and diversified investment portfolio, taking into account all your assets, income, and investments. You should be aware that there is a risk to holding substantial portions of your assets in the securities of any one company, as individual securities tend to have wider price swings, up and down, in short periods of time, than investments in diversified funds. Stocks that have wide price swings might have a large loss during the blackout period, and you would not be able to direct the sale of such stocks from your account during the blackout period.

If Sterling’s shareholders vote to approve the merger, any Sterling common stock held in your 401(k) account when the blackout period begins will be exchanged for merger consideration in the form of cash, PNC common stock, or a combination of the two. As explained in the materials describing the merger, regardless of which form of merger consideration you receive, the implied value of the merger consideration will fluctuate with the market price of PNC common stock until the closing date of the merger, which will occur during the blackout period.

**What if You Need More Information?**

If you have any questions concerning this notice or the blackout period, please contact Suellen Mencer by phone at 717-735-5640, by email at [smmencer@sterlingfi.com](mailto:smmencer@sterlingfi.com), or by mail at Sterling Financial Corporation, 1097 Commercial Avenue, P. O. Box 38, East Petersburg, Pennsylvania 17520-0038.

**NOTICE OF BLACKOUT PERIOD FOR DIRECTORS  
AND EXECUTIVE OFFICERS OF STERLING FINANCIAL CORPORATION**

*You are receiving this notice to advise you that your ability to trade securities of Sterling Financial Corporation will be significantly restricted from March 24, 2008, to April 7, 2008.*

On July 19, 2007, Sterling Financial Corporation (“Sterling”) agreed to merge with and into The PNC Financial Services Group, Inc. (“PNC”). If Sterling’s shareholders approve the merger, participants in the Sterling Financial Corporation 401(k) Retirement Plan (the “401(k) Plan”) will be able to elect whether to receive cash, PNC common stock, or a combination of the two in exchange for the shares of Sterling common stock that are allocated to their accounts under the 401(k) Plan.

It is necessary to suspend sales of Sterling common stock in the 401(k) Plan while elections of merger consideration are processed, so that the 401(k) Plan recordkeeper can determine what form of merger consideration each participant has elected; receive the merger consideration from PNC; and allocate the merger consideration to participants’ accounts. Accordingly, Sterling will implement an administrative blackout period at noon Eastern Standard Time on March 24, 2008. The blackout period is expected to end on April 7, 2008, although it is possible that unanticipated delays could cause the blackout period to last longer. You can determine whether the blackout period has ended by checking the [www.my-benefit-info.com](http://www.my-benefit-info.com) website.

During the blackout period, participants in the 401(k) Plan will not be able to transfer any portion of their 401(k) Plan account out of the Sterling common stock investment fund and into any other investment fund in the 401(k) Plan. Participants in the 401(k) Plan also will not be able to make a withdrawal or receive a distribution during the blackout period from any portion of their 401(k) Plan account that is invested in the Sterling common stock investment fund.

The Sarbanes-Oxley Act and applicable securities regulations prohibit each director and executive officer of Sterling from directly or indirectly purchasing, selling, or otherwise acquiring or transferring any equity security or derivative security of Sterling during the blackout period if the director or executive officer acquires or previously acquired the equity security or derivative security in connection with service or employment as a director or executive officer. These restrictions apply whether or not the director or executive officer participates in the 401(k) Plan. Sterling’s equity securities include Sterling common stock and any security convertible into Sterling common stock. Derivative securities include stock options, warrants, stock appreciation rights, and similar rights that can be exercised to acquire Sterling common stock.

**Consequently, during the blackout period, you may not purchase, sell or otherwise acquire or transfer any equity security of Sterling (or exercise any Sterling stock options or stock appreciation rights) that you acquired in connection with your service as a director or executive officer of Sterling.** Please note that any securities of Sterling that you acquire, sell, or transfer during the blackout period will be considered to have been acquired in connection with your service or employment as a director or executive officer, *unless you can establish that the securities were acquired from another source.* **The blackout period will not prevent you from exchanging any Sterling stock you own for the merger consideration.**

There are a limited number of exceptions to the restrictions described above, and certain types of transactions continue to be permitted during the blackout period. These permitted transactions generally are those over which you have no control, such as shares of Sterling stock that you may inherit during the blackout period. For more information about these exceptions and whether they apply in a particular situation, please contact the individual listed below.

If you have any questions regarding this notice, please contact Brenda Mundell by phone at (717) 735-5496, by email at [bmundell@sterlingfi.com](mailto:bmundell@sterlingfi.com), or by mail at Sterling Financial Corporation, 1097 Commercial Avenue, P.O. Box 38, East Petersburg, PA 17520-0038.