

ROHR JAMES E
Form 4
May 07, 2008

FORM 4

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

OMB APPROVAL

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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).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
ROHR JAMES E

2. Issuer Name and Ticker or Trading Symbol
PNC FINANCIAL SERVICES GROUP INC [PNC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
ONE PNC PLAZA, 249 FIFTH AVENUE

3. Date of Earliest Transaction (Month/Day/Year)
05/05/2008

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman and CEO

(Street)
PITTSBURGH, PA 15222-2707

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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)		
				(A) or (D)	Price				
				Code	V	Amount			
\$5 Par Common Stock	04/24/2008		J ⁽¹⁾	V	5	A	\$ 66.52 495	I	Custodian Account/PUTMA ⁽²⁾
\$5 Par Common Stock	04/24/2008		J ⁽³⁾	V	321	A	\$ 65.955 34,036	I	401(k) Plan
\$5 Par Common Stock	05/05/2008		M		29,761	A	\$ 55.4687 448,837	D	
\$5 Par Common Stock	05/05/2008		S ⁽⁴⁾		2,500	D	\$ 70 446,337	D	

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Common Stock							
\$5 Par Common Stock	05/05/2008	<u>S(4)</u>	2,500	D	\$ 69.745	443,837	D
\$5 Par Common Stock	05/05/2008	<u>S(4)</u>	5,000	D	\$ 69.546	438,837	D
\$5 Par Common Stock	05/05/2008	<u>S(4)</u>	5,000	D	\$ 69.488	433,837	D
\$5 Par Common Stock	05/05/2008	<u>S(4)</u>	5,768	D	\$ 69.9	428,069	D
\$5 Par Common Stock	05/05/2008	<u>S(4)</u>	1,400	D	\$ 69.886	426,669	D
\$5 Par Common Stock	05/05/2008	<u>S(4)</u>	1,332	D	\$ 69.91	425,337	D
\$5 Par Common Stock	05/05/2008	<u>S(4)</u>	200	D	\$ 69.89	425,137	D
\$5 Par Common Stock	05/05/2008	<u>S(4)</u>	600	D	\$ 69.92	424,537	D
\$5 Par Common Stock	05/05/2008	<u>S(4)</u>	500	D	\$ 69.93	424,037	D
\$5 Par Common Stock	05/05/2008	<u>S(4)</u>	100	D	\$ 69.94	423,937	D
\$5 Par Common Stock	05/05/2008	<u>S(4)</u>	100	D	\$ 69.95	423,837	D
\$5 Par Common Stock	05/05/2008	<u>S(4)</u>	3,161	D	\$ 70.1	420,676	D
\$5 Par Common Stock	05/05/2008	<u>S(4)</u>	300	D	\$ 70.12	420,376	D
\$5 Par Common Stock	05/05/2008	<u>S(4)</u>	1,200	D	\$ 70.14	419,176	D

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\$5 Par Common Stock	05/05/2008	S ⁽⁴⁾	100	D	\$ 70.15	419,076	D	
\$5 Par Common Stock						58,200	I	By Spouse ⁽²⁾
\$5 Par Common Stock						3,555	I	By GRAT ⁽²⁾

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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Employee Stock Option (Right-to-Buy) Reload	\$ 55.4687	05/05/2008		M	29,761	06/05/2001 02/17/2009	\$5 Par Common Stock

Reporting Owners

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

Signatures

Lori A. Hasselman, Attorney-in-Fact for James E.
Rohr

05/07/2008

__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) Dividend reinvestment shares acquired.
- (2) The reporting person disclaims ownership of these securities and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purposes.
- (3) Dividend reinvestment shares acquired under the PNC Incentive Savings Plan.
- (4) Sale pursuant to cashless exercise of employee stock options.

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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