

PNC FINANCIAL SERVICES GROUP INC
 Form 4
 August 21, 2008

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, 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 *
HANNON MICHAEL J

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
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/19/2008

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Chief Credit Policy Officer

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)
			Code	V	Amount	(A) or (D)	Price
\$5 Par Common Stock	08/19/2008		M		3,997	A	\$ 61.75 32,179
\$5 Par Common Stock	08/19/2008		S		3,997	D	\$ 67.8553 28,182 <u>(1)</u>
\$5 Par Common Stock	08/19/2008		M ⁽²⁾		19,975	A	\$ 57.1 48,157
\$5 Par Common Stock	08/19/2008		F ⁽²⁾		16,574	D	\$ 68.815 31,583

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Common Stock									
\$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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(9-02)

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 Underlying (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Employee Stock Option (Right-to-Buy)	\$ 57.1	08/19/2008		M	19,975	01/03/2003	01/03/2012	\$5 Par Common Stock
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
Employee Stock Option (Right-to-Buy)	\$ 61.75	08/19/2008		M	3,997	10/24/2001	10/24/2010	\$5 Par Common Stock

Phantom Stock Unit	(4)	01/24/2008	J(5)	V	20	(6)	(6)	\$5 Par Common Stock
Phantom Stock Unit	(4)	04/24/2008	J(5)	V	19	(6)	(6)	\$5 Par Common Stock
Phantom Stock Unit	(4)	07/24/2008	J(5)	V	19	(6)	(6)	\$5 Par Common Stock

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

**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) 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. 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.