BERNDT RICHARD O

Form 4 April 24, 2008

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

Number:

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obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * BERNDT RICHARD O

2. Issuer Name and Ticker or Trading

Symbol

PNC FINANCIAL SERVICES GROUP INC [PNC]

5. Relationship of Reporting Person(s) to

Issuer

below)

(Check all applicable)

(Last) (First) (Middle)

(Zip)

3. Date of Earliest Transaction

(Month/Day/Year)

04/22/2008

X_ Director Officer (give title

10% Owner Other (specify

ONE PNC PLAZA, 249 FIFTH **AVENUE**

(Street)

(State)

01/24/2008

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

PITTSBURGH, PA 15222-2707

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 5. Amount of Securities Beneficially Owned Following

6. Ownership Form: Direct (D) or Indirect (I)

7. Nature of Indirect Beneficial Ownership (Instr. 4)

(9-02)

Reported (Instr. 4) Transaction(s)

or Price

(A)

(Instr. 3 and 4)

V Amount (D)

\$5 Par Common

Stock

(City)

V 136 20,078 D

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)

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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. Transactic Code (Instr. 8)	5. Number op Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration I	Date Exercisable and 7. Title and Amount Expiration Date Underlying Securitie (Instr. 3 and 4)		Securities	8. Pric Deriva Securi (Instr.
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock Unit	<u>(2)</u>	04/22/2008		A(3)	1,493	<u>(4)</u>	<u>(4)</u>	\$5 Par Common Stock	1,493	\$
Phantom Stock Unit	<u>(2)</u>					<u>(4)</u>	<u>(4)</u>	\$5 Par Common Stock	1,604	

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
BERNDT RICHARD O ONE PNC PLAZA 249 FIFTH AVENUE PITTSBURGH, PA 15222-2707	X					

Signatures

Lori A. Hasselman, Attorney-in-Fact for Richard O.
Berndt
04/24/2008

**Signature of Reporting Person

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).

Date

- (1) Dividend reinvestment shares acquired.
- (2) One phantom stock unit is the economic equivalent of one share of PNC Common Stock.
- (3) Phantom Stock Units awarded by the Nominating and Governance Committee pursuant to the PNC Outside Directors Deferred Stock Unit Plan.
- (4) 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.

Reporting Owners 2