

ROHR JAMES E
Form 4
October 29, 2004

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)

THE PNC FINANCIAL SERVICES GROUP, INC., ONE PNC PLAZA

3. Date of Earliest Transaction (Month/Day/Year)
10/27/2004

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

(Street)

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

PITTSBURGH, PA 15222-2707

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	05/28/2004		G	V	9,055	D	\$ 0 348,689 D
\$5 Par Common Stock	05/28/2004		G	V	58,200	D	\$ 0 290,489 D
\$5 Par Common Stock	10/27/2004		M ⁽¹⁾	A	43,334	A	\$ 46.875 333,823 D
\$5 Par Common Stock	10/27/2004		F ⁽¹⁾	D	38,984	D	\$ 294,839 D

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Common Stock						52.105		
\$5 Par Common Stock	10/27/2004		F ⁽¹⁾	1,332	D	\$ 52.105	293,507	D
\$5 Par Common Stock	07/24/2004		J ⁽²⁾	V 280	A	\$ 49.695	28,474	I 401(K)Plan
\$5 Par Common Stock							9,055	I By GRAT ⁽³⁾
\$5 Par Common Stock							58,200	I By Spouse ⁽³⁾
\$5 Par Common Stock	07/24/2004		J ⁽²⁾	V 4	A	\$ 49.695	434	I Custodian Account/PUTMA

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
Phantom Stock Unit	⁽⁴⁾	07/24/2004		J ⁽⁵⁾ V	234	⁽⁶⁾ ⁽⁶⁾	\$5 Par Common Stock
Phantom Stock Unit	⁽⁴⁾	07/24/2004		J ⁽⁷⁾ V	463	⁽⁶⁾ ⁽⁶⁾	\$5 Par Common Stock
Phantom Stock Unit	⁽⁴⁾	09/30/2004		J ⁽⁸⁾ V	589	⁽⁶⁾ ⁽⁶⁾	\$5 Par Common Stock
	\$ 52.105	10/27/2004		A	40,316	10/27/2005 01/31/2010	

Employee
Stock Option
(Right-to-Buy)
Reload Option

\$5 Par
Common
Stock

Employee
Stock Option \$ 46.875 10/27/2004
Right-to-Buy

\$5 Par
Common
Stock

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

ROHR JAMES E
THE PNC FINANCIAL SERVICES GROUP, INC.
ONE PNC PLAZA
PITTSBURGH, PA 15222-2707

X Chairman and CEO

Signatures

Mark C. Joseph, Attorney-In-Fact for James E.
Rohr

10/29/2004

__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).

- The exercise of this option and the satisfaction of the resulting tax withholding obligation were effected by the Reporting Person through
- (1) 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.
 - (2) Dividend Reinvestment Shares acquired.
 - (3) 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.
 - (4) 1 for 1.
 - (5) Phantom Stock Units received as dividend equivalents under the PNC Deferred Compensation Plan.
 - (6) Phantom Stock Units will be settled in cash upon distribution from the reporting person's plan account and generally do not expire.
 - (7) Phantom Stock Units received as dividend equivalents under the PNC Supplemental Incentive Savings Plan.
 - (8) The reported phantom stock units were acquired pursuant to the PNC Supplemental Incentive Savings Plan.
 - (9) Shares acquired pursuant to the PNC Supplemental Incentive Savings Plan at various prices from \$50.75 to \$53.75.

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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