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PNC FINANCIAL SERVICES GROUP INC

Form 4

January 24, 2008

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Section 16. Form 4 or Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

See Instruction

Check this box

if no longer

subject to

may continue. 30(h) of the Investment Company Act of 1940 1(b).

(Print or Type Responses)

(Last)

AVENUE

(City)

1. Name and Address of Reporting Person *

(First)

(Street)

(State)

(Middle)

WHITFORD THOMAS K

2. Issuer Name and Ticker or Trading

Symbol

PNC FINANCIAL SERVICES

GROUP INC [PNC]

(Month/Day/Year)

01/22/2008

3. Date of Earliest Transaction

4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check

Issuer

below)

Following

Director

X_ Officer (give title

Filed(Month/Day/Year) Applicable Line)

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

PITTSBURGH, PA 15222-2707

ONE PNC PLAZA, 249 FIFTH

(Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

6. Ownership 1. Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 7. Nature of Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct Indirect (Instr. 3) Code Disposed of (D) Beneficially (D) or Indirect Beneficial (Instr. 3, 4 and 5) Ownership (Month/Day/Year) (Instr. 8) Owned (I)

> Reported (A) Transaction(s) or (Instr. 3 and 4)

Code V Amount (D) Price

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of 3. Transaction Date 3A. Deemed 7. Title and Amo 4. 5. Number of 6. Date Exercisable and Derivative (Month/Day/Year) Execution Date, if TransactionDerivative **Expiration Date** Underlying Secu Conversion

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

(Check all applicable)

EVP and Chief Admin Officer

(Instr. 4)

10% Owner Other (specify

(Instr. 4)

Estimated average

burden hours per

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)		(Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	An or Nu of
Employee Stock Option (Right-to-Buy)	\$ 57.21	01/22/2008		A <u>(1)</u>	66,000	01/22/2009	01/22/2018	\$5 Par Common Stock	66

Reporting Owners

Reporting Owner Name / Address	Relationships
Reporting Owner Name / Address	

Director 10% Owner Officer Other

WHITFORD THOMAS K EVP and ONE PNC PLAZA Chief 249 FIFTH AVENUE Admin PITTSBURGH, PA 15222-2707 Officer

Signatures

Lori A. Hasselman, Attorney-in-Fact for Thomas K.

Whitford 01/24/2008

**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) Grant of stock options subject to the precondition of an appropriate agreement, signed by the parties. Options generally become exercisable in three equal annual installments, beginning one year after the date of grant.

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.

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