

SHACK TIMOTHY G
Form 4
July 25, 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 *
SHACK TIMOTHY G

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)
07/23/2008

____ Director
 Officer (give title below) EVP, Chief Information Officer
____ 10% Owner
____ Other (specify below)

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 | 07/23/2008 | | M | | 9,273 | A | \$ 57.045 |
| | | | | | 83,751 | | |
| \$5 Par Common Stock | 07/23/2008 | | M | | 13,469 | A | \$ 49.45 |
| | | | | | 97,220 | | |
| \$5 Par Common Stock | 07/23/2008 | | M | | 11,988 | A | \$ 60.65 |
| | | | | | 109,208 | | |
| \$5 Par Common Stock | 07/23/2008 | | S | | 22,742 | D | \$ 86,466 |
| | | | | | | | |

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| | | | | | | | |
|----------------------------|------------|---|--------|---|-----------------------------|--------|---|
| Common Stock | | | | | 70.2586 <u>(1)</u> | | |
| \$5 Par Common Stock | 07/23/2008 | S | 11,988 | D | \$ 71.0707 <u>(2)</u> | 74,478 | D |
| \$5 Par Common Stock | 07/23/2008 | S | 12,600 | D | \$ 69.6517 <u>(3)</u> | 61,878 | D |
| \$5 Par Common Stock | 07/23/2008 | S | 7,400 | D | \$ 70.194 <u>(4)</u> | 54,478 | D |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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 Amount Underlying Security (Instr. 3 and 4) | 8. Amount or Number of Underlying Securities | |
|---|--|---|---|--------------------------------------|--|--|--|---|----|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Employee Stock Option (Right-to-Buy) Reload Option | \$ 49.45 | 07/23/2008 | | M | | 13,469 | 06/06/2004 01/06/2010 | \$5 Par Common Stock | 13 |
| Employee Stock Option (Right-to-Buy) Reload Option | \$ 60.65 | 07/23/2008 | | M | | 11,988 | 01/07/2003 01/06/2010 | \$5 Par Common Stock | 11 |
| Employee Stock Option (Right-to-Buy) Reload Option | \$ 57.045 | 07/23/2008 | | M | | 9,273 | 08/15/2006 02/16/2010 | \$5 Par Common Stock | 9 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| SHACK TIMOTHY G ONE PNC PLAZA 249 FIFTH AVENUE PITTSBURGH, PA 15222-2707 | | | EVP, Chief Information Officer | |

Signatures

| | |
|--|------------|
| Lori A. Hasselman, Attorney-in-Fact for Timothy G. Shack | 07/25/2008 |
| **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 \$70.00 to \$70.73. 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) Represents the weighted average price of shares sold with actual prices ranging from \$71.01 to \$71.10. 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.
 - (3) Represents the weighted average price of shares sold with actual prices ranging from \$69.34 to \$69.94. 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.
 - (4) Represents the weighted average price of shares sold with actual prices ranging from \$70.00 to \$70.50. 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.

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.