

PNC FINANCIAL SERVICES GROUP INC
 Form 4
 February 28, 2006

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)
 ONE PNC PLAZA, 249 FIFTH AVENUE

3. Date of Earliest Transaction (Month/Day/Year)
 02/24/2006

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

(Street)
 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)
				(A) or (D)	Price		
				Code	V	Amount	
\$5 Par Common Stock	02/24/2006		M	A	40,163	\$ 54.719	573,746 D
\$5 Par Common Stock	02/24/2006		M	A	23,451	\$ 52.219	597,197 D
\$5 Par Common Stock	02/24/2006		S ⁽¹⁾	D	52,000	\$ 70.75	545,197 D
\$5 Par Common Stock	02/24/2006		S ⁽¹⁾	D	1,200	\$ 70.77	543,997 D

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Common Stock							
\$5 Par Common Stock	02/24/2006	<u>S</u> ⁽¹⁾	9,300	D	\$ 71	534,697	D
\$5 Par Common Stock	02/24/2006	<u>S</u> ⁽¹⁾	1,114	D	\$ 71.08	533,583	D
\$5 Par Common Stock	02/24/2006	S	3,500	D	\$ 71	530,083	D
\$5 Par Common Stock	02/24/2006	S	400	D	\$ 71.02	529,683	D
\$5 Par Common Stock	02/24/2006	S	100	D	\$ 71.03	529,583	D
\$5 Par Common Stock	02/24/2006	S	2,600	D	\$ 71.04	526,983	D
\$5 Par Common Stock	02/24/2006	S	1,000	D	\$ 71.05	525,983	D
\$5 Par Common Stock	02/24/2006	S	2,200	D	\$ 71.06	523,783	D
\$5 Par Common Stock	02/24/2006	S	100	D	\$ 71.07	523,683	D
\$5 Par Common Stock	02/24/2006	S	100	D	\$ 71.08	523,583	D
\$5 Par Common Stock	02/24/2006	S	500	D	\$ 71.09	523,083	D
\$5 Par Common Stock	02/24/2006	S	28,000	D	\$ 71.1	495,083	D
\$5 Par Common Stock	02/24/2006	S	700	D	\$ 71.12	494,383	D
\$5 Par Common Stock	02/24/2006	S	800	D	\$ 71.13	493,583	D

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\$5 Par Common Stock	02/24/2006	S	2,900	D	\$ 71.14	490,683	D	
\$5 Par Common Stock	02/24/2006	S	1,300	D	\$ 71.15	489,383	D	
\$5 Par Common Stock	02/24/2006	S	800	D	\$ 71.16	488,583	D	
\$5 Par Common Stock	02/24/2006	S	5,000	D	\$ 71.15	3,555	I	By GRAT ⁽²⁾
\$5 Par Common Stock	01/24/2006	J ⁽³⁾	V 4	A	\$ 65.33	458	I	Custodian Account/PUTMA ⁽²⁾
\$5 Par Common Stock						30,644	I	401(k) Plan
\$5 Par Common Stock						58,200	I	By Spouse ⁽²⁾

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)

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 of Underlying Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of
Employee Stock Option (Right-to-Buy) Reload Option	\$ 54.719	02/24/2006		M	40,163	02/19/1999	02/19/2007	\$5 Par Common Stock	40
	\$ 52.219	02/24/2006		M	23,451	10/21/1999	02/19/2007		23

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

\$5 Par
 Common
 Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROHR JAMES E ONE PNC PLAZA 249 FIFTH AVENUE PITTSBURGH, PA 15222-2707	X		Chairman and CEO	

Signatures

Mark C. Joseph, Attorney in Fact for James E.
 Rohr

02/28/2006

**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) Sale pursuant to cashless exercise of employee stock options.
 - (2) 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.
 - (3) Dividend reinvestment shares acquired.

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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