

JOHNSON RICHARD J
Form 4
January 27, 2005

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 *
JOHNSON RICHARD J

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)

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

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)

SVP and Director of Finance

ONE PNC PLAZA, 249 FIFTH AVENUE

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 Person

(Street)

PITTSBURGH, PA 15222-2707

(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		
\$5 Par Common Stock	04/24/2004		J(1)	V 95	A \$ 52.515	12,187	D
\$5 Par Common Stock	06/30/2004		J(2)	V 215	A \$ 50.426	12,402	D
\$5 Par Common Stock	07/24/2004		J(1)	V 101	A \$ 49.695	12,503	D
\$5 Par Common Stock	10/24/2004		J(1)	V 96	A \$ 51.76	12,599	D

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Common Stock										
\$5 Par Common Stock	12/31/2004		J ⁽²⁾	V	236	A	\$ 54,568	12,835	D	
\$5 Par Common Stock	04/24/2004		J ⁽¹⁾	V	2	A	\$ 52,515	202	I	401(k) Plan
\$5 Par Common Stock	06/30/2004		J ⁽³⁾	V	67	A	(4)	269	I	401(k) Plan
\$5 Par Common Stock	07/24/2004		J ⁽¹⁾	V	3	A	\$ 49,695	272	I	401(k) Plan
\$5 Par Common Stock	09/30/2004		J ⁽³⁾	V	14	A	(5)	286	I	401(k) Plan
\$5 Par Common Stock	10/24/2004		J ⁽¹⁾	V	3	A	\$ 51.76	289	I	401(k) Plan

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 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)	\$ 53.5	01/25/2005		A ⁽⁶⁾	20,000	01/25/2006	01/25/2015	\$5 Par Common Stock	20
Phantom Stock Unit	(7)	06/30/2004		J ⁽⁸⁾	V 134	(9)	(9)	\$5 Par Common Stock	

Phantom Stock Unit	<u>(7)</u>	07/24/2004	J ⁽¹¹⁾	V	1	<u>(9)</u>	<u>(9)</u>	\$5 Par Common Stock
Phantom Stock Unit	<u>(7)</u>	09/30/2004	J ⁽⁸⁾	V	66	<u>(9)</u>	<u>(9)</u>	\$5 Par Common Stock
Phantom Stock Unit	<u>(7)</u>	10/24/2004	J ⁽¹¹⁾	V	2	<u>(9)</u>	<u>(9)</u>	\$5 Par Common Stock
Phantom Stock Unit	<u>(7)</u>	12/31/2004	J ⁽⁸⁾	V	77	<u>(9)</u>	<u>(9)</u>	\$5 Par Common Stock
Phantom Stock Unit	<u>(7)</u>	04/24/2004	J ⁽¹⁴⁾	V	15	<u>(9)</u>	<u>(9)</u>	\$5 Par Common Stock
Phantom Stock Unit	<u>(7)</u>	07/24/2004	J ⁽¹⁴⁾	V	15	<u>(9)</u>	<u>(9)</u>	\$5 Par Common Stock
Phantom Stock Unit	<u>(7)</u>	10/24/2004	J ⁽¹⁴⁾	V	15	<u>(9)</u>	<u>(9)</u>	\$5 Par Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JOHNSON RICHARD J ONE PNC PLAZA 249 FIFTH AVENUE PITTSBURGH, PA 15222-2707			SVP and Director of Finance	

Signatures

Mark C. Joseph, Attorney in Fact for Richard J. Johnson

01/27/2005

 **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) Dividend reinvestment shares acquired.
- (2) Acquisition of stock under the PNC Employee Stock Purchase Plan.
- (3) Shares acquired under the PNC Incentive Savings Plan.
- (4) Shares acquired under the PNC Incentive Savings Plan at various prices from \$52.54 to \$54.89.
- (5) Shares acquired under the PNC Incentive Savings Plan at various prices from \$50.75 to \$53.75.

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- (6) 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.
- (7) 1 for 1.
- (8) Phantom Stock Units acquired under the PNC Supplemental Incentive Savings Plan.
- (9) Phantom Stock Units will be settled in cash upon distribution from the reporting person's plan account and generally do not expire.
- (10) Phantom Stock Units acquired under the PNC Supplemental Incentive Savings Plan at various prices from \$52.54 to \$54.89.
- (11) Phantom Stock Units received as dividend equivalents under the PNC Supplemental Incentive Savings Plan.
- (12) Phantom Stock Units acquired under the PNC Supplemental Incentive Savings Plan at various prices from \$50.75 to \$53.75.
- (13) Phantom Stock Units acquired under the PNC Supplemental Incentive Savings Plan at various prices from \$52.13 to \$57.11.
- (14) Phantom Stock Units received as dividend equivalents under the PNC Deferred Compensation Plan.

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.