

PNC FINANCIAL SERVICES GROUP INC
 Form 4
 November 21, 2007

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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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 *
 SHEPARD DONALD 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)
 ONE PNC PLAZA, 249 FIFTH AVENUE

3. Date of Earliest Transaction (Month/Day/Year)
 06/22/2007

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

(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 Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-------|---|
| | | | | (A) or (D) | Price | | | | |
| | | | | Code | V | Amount | | | |
| \$5 Par Common Stock | 06/22/2007 | | M | 40 | A | (\$) | 8,826 | D | |
| \$5 Par Common Stock | 06/22/2007 | | D | 40 | D | \$ | 71.97 | 8,786 | D |
| \$5 Par Common Stock | 08/09/2007 | | M | 40 | A | (\$) | 8,826 | D | |
| \$5 Par Common Stock | 08/09/2007 | | D | 40 | D | \$ | 8,786 | D | |

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| | | | | | | | | |
|----------------------|------------|--|---|-----|---|------------|-------|---|
| Common Stock | | | | | | 71.84 | | |
| \$5 Par Common Stock | 11/20/2007 | | M | 220 | A | <u>(1)</u> | 9,006 | D |
| \$5 Par Common Stock | 11/20/2007 | | D | 220 | D | \$ 69 | 8,786 | 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 of Underlying Securities (Instr. 3 and 4) | 8. De | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Phantom Stock Unit | <u>(2)</u> | 07/24/2007 | | J ⁽³⁾ | V 11 | <u>(4)</u> | <u>(4)</u> | \$5 Par Common Stock | 11 |
| Phantom Stock Unit | <u>(2)</u> | 10/24/2007 | | J ⁽³⁾ | V 11 | <u>(4)</u> | <u>(4)</u> | \$5 Par Common Stock | 11 |
| Phantom Stock Unit | <u>(2)</u> | 04/24/2007 | | J ⁽⁵⁾ | V 73 | <u>(4)</u> | <u>(4)</u> | \$5 Par Common Stock | 73 |
| Phantom Stock Unit | <u>(1)</u> | 06/22/2007 | | M | | 06/22/2007 | 06/22/2007 | \$5 Par Common Stock | 40 |
| Phantom Stock Unit | <u>(2)</u> | 07/24/2007 | | J ⁽⁵⁾ | V 78 | <u>(4)</u> | <u>(4)</u> | \$5 Par Common Stock | 78 |

| | | | | | | | | |
|--------------------|-----|------------|--------|-----|------------|------------|----------------------|-----|
| Phantom Stock Unit | (1) | 08/09/2007 | M | 40 | 08/09/2007 | 08/09/2007 | \$5 Par Common Stock | 40 |
| Phantom Stock Unit | (2) | 10/24/2007 | J(5) V | 81 | (4) | (4) | \$5 Par Common Stock | 81 |
| Phantom Stock Unit | (1) | 11/20/2007 | M | 220 | 11/20/2007 | 11/20/2007 | \$5 Par Common Stock | 220 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| SHEPARD DONALD J ONE PNC PLAZA 249 FIFTH AVENUE PITTSBURGH, PA 15222-2707 | X | | | |

Signatures

Lori A. Hasselman, Attorney-in-Fact for Donald J. Shepard 11/21/2007

__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) Each share of phantom stock was the economic equivalent of one share of PNC common stock. The reporting person settled his shares of phantom stock for shares of PNC common stock.
- (2) One phantom stock unit is the economic equivalent of one share of PNC Common Stock.
- (3) Phantom Stock Units received as dividend equivalents under the PNC Outside Directors Deferred Stock Unit Plan.
- (4) Phantom Stock Units will be settled in cash upon distribution from the reporting person's plan account and generally do not expire.
- (5) Phantom Stock Units received as dividend equivalents under the former Mercantile Directors 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.