

PNC FINANCIAL SERVICES GROUP INC
 Form 4
 August 12, 2008

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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)
08/11/2008

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	07/24/2008		J ⁽¹⁾	V	5	A	\$ 69.92 500	I	Custodian Account/PUTMA ⁽²⁾
\$5 Par Common Stock	04/24/2008		J ⁽³⁾	V	16	A	\$ 65.955 34,052	I	401(k) Plan
\$5 Par Common Stock	07/24/2008		J ⁽³⁾	V	321	A	\$ 69.92 34,373	I	401(k) Plan
\$5 Par Common Stock	08/11/2008		M		26,541	A	\$ 69.38 445,617	D	

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Common Stock									
\$5 Par Common Stock	08/11/2008		M	40,316	A	\$ 52.105	485,933		D
\$5 Par Common Stock	08/11/2008		M	28,559	A	\$ 53.095	514,492		D
\$5 Par Common Stock	08/11/2008		M	26,768	A	\$ 65.55	541,260		D
\$5 Par Common Stock	08/11/2008		S	95,643	D	\$ <u>72.271</u> ⁽⁴⁾	445,617		D
\$5 Par Common Stock	08/11/2008		S	26,541	D	\$ <u>72.8804</u> ⁽⁵⁾	419,076		D
\$5 Par Common Stock							58,200	I	By Spouse ⁽²⁾
\$5 Par Common Stock							3,555	I	By GRAT ⁽²⁾

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

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SEC 1474
(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
Employee Stock Option (Right-to-Buy)	\$ 69.38	08/11/2008		M	26,541	11/17/2007 02/17/2009	\$5 Par Common Stock

Reload Option

Employee Stock Option (Right-to-Buy)	\$ 52.105	08/11/2008	M	40,316	10/27/2005	01/31/2010	\$5 Par Common Stock	40
Employee Stock Option (Right-to-Buy)	\$ 53.095	08/11/2008	M	28,559	10/28/2004	01/06/2010	\$5 Par Common Stock	28
Employee Stock Option (Right-to-Buy)	\$ 65.55	08/11/2008	M	26,768	08/30/2002	02/17/2009	\$5 Par Common Stock	26

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

Lori A. Hasselman, Attorney-in-Fact for James E.
Rohr 08/12/2008

__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) Dividend reinvestment shares acquired.

(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 under the PNC Incentive Savings Plan.

(4) Represents the weighted average price of shares sold with actual prices ranging from \$71.880 to \$72.640. 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.

(5) Represents the weighted average price of shares sold with actual prices ranging from \$72.80 to \$73.050. 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.

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