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PNC FINANCIAL SERVICES GROUP INC

Form 4

November 21, 2006

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

OMB 3235-0287 Number:

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response... 0.5

10% Owner

Other (specify

Check this box if no longer subject to Section 16. Form 4 or

SECURITIES Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Last)

AVENUE

(Print or Type Responses)

1. Name and Address of Reporting Person * **ROHR JAMES E**

(First)

2. Issuer Name and Ticker or Trading Symbol

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

PNC FINANCIAL SERVICES

GROUP INC [PNC]

3. Date of Earliest Transaction

11/17/2006

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

(Middle) _X__ Director X_ Officer (give title (Month/Day/Year) below) ONE PNC PLAZA, 249 FIFTH Chairman and CEO

> (Street) 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

PITTSBURGH, PA 15222-2707

(City)	(State)	(Zip) Ta	ble I - Non-	-Derivative	Secu	rities Acc	quired, Disposed	of, or Benefi	cially Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	4. Securition(A) or Dia (Instr. 3, 4)	sposed 4 and 3 (A) or	of (D) 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)
\$5 Par Common Stock	11/17/2006		Code V M(1)	Amount 31,667	(D)	Price \$ 50.46	453,515	D	
\$5 Par Common Stock	11/17/2006		F <u>(1)</u>	23,035	D	\$ 69.38	430,480	D	
\$5 Par Common Stock	11/17/2006		F <u>(1)</u>	3,506	D	\$ 69.38	426,974	D	
\$5 Par	11/17/2006		M(1)	82,334	A	\$	509,308	D	

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Common Stock						43.81			
\$5 Par Common Stock	11/17/2006	F <u>(1)</u>		51,989	D	\$ 69.38	457,319	D	
\$5 Par Common Stock	11/17/2006	F <u>(1)</u>		12,324	D	\$ 69.38	444,995	D	
\$5 Par Common Stock	11/20/2006	G	V	7,220	D	\$ 0	387,294	D	
\$5 Par Common Stock							31,859	I	401(k) Plan
\$5 Par Common Stock							3,555	I	By GRAT (2)
\$5 Par Common Stock							58,200	I	By Spouse (2)
\$5 Par Common Stock							469	I	Custodian Account/PUTMA

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. Transactio Code (Instr. 8)	Secu (A) (D)	curities A or Disp		6. Date Exercis Expiration Dat (Month/Day/Y	te	7. Title and Underlying (Instr. 3 and
				Code V	. ((A)	(D)	Date Exercisable	Expiration Date	Title
Employee Stock Option (Right-to-Buy)	\$ 43.81	11/17/2006		M			82,334	01/03/2004	01/03/2013	\$5 Par Commor Stock
	\$ 50.469	11/17/2006		M			31,667	02/17/2000	02/17/2009	

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Employee Stock Option (Right-to-Buy)							\$5 Par Common Stock
Employee Stock Option (Right-to-Buy) Reload Option	\$ 69.38	11/17/2006	A	26,541	11/17/2007	02/17/2009	\$5 Par Common Stock
Employee Stock Option (Right-to-Buy) Reload Option	\$ 69.38	11/17/2006	A	64,313	11/17/2007	01/03/2013	\$5 Par Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships							
Transfer of the same of the sa	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 11/21/2006

**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).
- The exercise of this option and the satisfaction of the resulting tax withholding obligation were effected by the Reporting Person through
- (1) the delivery, via attestation, of already owned shares of common stock of the Issuer and did not involve an open market transaction in the Issuer's securities.
- (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.

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.

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