

## WEHMEIER HELGE H

## Form 4

October 25, 2002

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

( ) Check this box if no longer subject to Section 16.

Form 4 or Form 5 obligations may continue. See Instructions 1(b).

## 1. Name and Address of Reporting Person

Helge H. Wehmeier

President &amp; Chief Executive Officer

Bayer Corporation

100 Bayer Road

PA, Pittsburgh 15205-9741

## 2. Issuer Name and Ticker or Trading Symbol

The PNC Financial Services Group, Inc. (PNC)

## 3. IRS or Social Security Number of Reporting Person (Voluntary)

## 4. Statement for Month/Year

10/24/2002

## 5. If Amendment, Date of Original (Month/Year)

## 6. Relationship of Reporting Person(s) to Issuer (Check all applicable)

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

(specify below)

## 7. Individual or Joint/Group Filing (Check Applicable Line)

(X) Form filed by One Reporting Person

( ) Form filed by More than One Reporting Person

Table I -- Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security | 2. Transaction Date | 3. Code | 4. Securities Acquired (A) or Disposed of (D)<br>Amount | 5. Amount of Securities Beneficially Owned at End of Month |
|----------------------|---------------------|---------|---------------------------------------------------------|------------------------------------------------------------|
|                      |                     |         | A/ D                                                    | Price                                                      |

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Derivative Security | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date | 4. Code | 5. Number of Derivative Securities Acquired (A) or Disposed of (D)<br>Amount | 6. Date Exercisable and Expiration Date | 7. Title and Amount of Underlying Securities<br>Title and Number of Shares | 8. Put or Call or Other Feature of Underlying Securities |
|---------------------------------|--------------------------------------------------------|---------------------|---------|------------------------------------------------------------------------------|-----------------------------------------|----------------------------------------------------------------------------|----------------------------------------------------------|
|                                 |                                                        |                     |         | A/ D                                                                         | Exercisable Date/Expiration Date        |                                                                            |                                                          |

|                              |  |            |   |    |   |  |                      |    |  |
|------------------------------|--|------------|---|----|---|--|----------------------|----|--|
| Phantom Stock Unit (1-for-1) |  | 10/24/2002 | A | 51 | A |  | \$5 Par Common Stock | 51 |  |
|------------------------------|--|------------|---|----|---|--|----------------------|----|--|

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|                        |  |         |  |    |   |  |  |               |    |  |
|------------------------|--|---------|--|----|---|--|--|---------------|----|--|
| Phantom Stock Unit (1- |  | 10/24 A |  | 38 | A |  |  | \$5 Par Commo | 38 |  |
| for-1)                 |  | / 200 2 |  |    |   |  |  | n Stock       |    |  |
|                        |  | 2       |  |    |   |  |  |               |    |  |
|                        |  |         |  |    |   |  |  |               |    |  |

Explanation of Responses:

1. Phantom Stock units received as dividend equivalents under PNC Directors Deferred Compensation Plan.

2. Phantom Stock units received as dividend equivalents under PNC Directors Deferred Stock Unit Plan.