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WHITFORD THOMAS K

Form 4

February 07, 2003

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

Thomas K. Whitford

The PNC Financial Services Group, Inc.

One PNC Plaza

249 Fifth Avenue

PA, Pittsburgh 15222-2707

- 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/Day/Year 2/6/2003
- 5. If Amendment, Date of Original (Month/Day/Year)
- 6. Relationship of Reporting Person(s) to Issuer (Check all applicable)
 () Director () 10% Owner (X) Officer (give title below) () Other
 (specify below)

Group Executive and Chief Risk Officer

- 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 (Dwned
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1. Title of Security	•			5.Amount of Securities Beneficially Owned Following Reported Trans(s)
\$5 Par Common Stock		A 7000	A 	
\$5 Par Common Stock		F 1166 2	D 42.94 	101437
\$5 Par Common Stock	12/31/ 2002	J V 80 3	A 	6716

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

1.Title of	2.Con- 3.	3A. 4.	5.Number of De	6.Date Exer 7.Title and Amount	8.P
Derivative	version Trans-	Deemed Trans-	rivative Secu	cisable and of Underlying	of
Security	or Exer action	action	rities Acqui	Expiration Securities	vat
	cise	Execu-	red(A) or Dis	Date(Month/	Sec
	Price of	ution	posed of(D)	Day/Year)	rit

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	Deriva-	1					Date	Expi	<u>r</u>			1
	tive	I				A,	/ Exer	- ation	า	Title and	Number	
	Secu-	(Month	n/ (Month	ı	1 1	D	cisa	- Date	1	of Shares		
	rity	Day/	/Day/	Code	e V Amount	1	ble		1			
	1	Year)	Year)		1 1		1	I	1			1
Phantom Stock	k	1/24/	2	A	V 81	A			\$5	Par Commo	81	
Unit (1-for-	-	1003		4					n S	tock		
1)	1	l 	1			l			1		I	
Phantom Stock	k	1/24/	2	A	V 210	A			\$5	Par Commo	210	
Unit (1-for-	-	1003	1	15		1			n S	tock		
1)	1	1	1			l			1		I	
	1		1	1	1 1		1	1			1	

Explanation of Responses:

- 1. Grant of restricted stock; one-half issued free of any restriction and one-half to vest upon expiration of restricted period which runs through 12/31/2003.
- 2. Shares withheld to satisfy tax withholding obligations for grant of restricted stock.
- 3. These shares were acquired during the fourth quarter of 2002 pursuant to the PNC Incentive Savings Plan.
- 4. Phantom Stock Units issued pursuant to the PNC Deferred Compensation Plan.
- 5. The reported phantom stock units were acquired under the PNC Supplemental Incentive Savings Plan and will be settled in cash upon the reporting person's retirement or other termination of service.

SIGNATURE OF REPORTING PERSON

Thomas K. Whitford

Mark C. Joseph, Attorney-In-Fact for Thomas K. Whitford