

DEMCHAK WILLIAM S
Form 4
October 31, 2007

FORM 4

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

OMB APPROVAL

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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 *
DEMCHAK WILLIAM S

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)

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

(Last) (First) (Middle)

ONE PNC PLAZA, 249 FIFTH AVENUE

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
10/29/2007

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)
			Code	V	Amount	(A) or (D)	Price			
\$5 Par Common Stock	03/31/2007		J(1)	V	113	A	Ⓛ	813	I	401(k) Plan
\$5 Par Common Stock	04/24/2007		J(2)	V	7	A	\$ 75.315	820	I	401(k) Plan
\$5 Par Common Stock	06/30/2007		J(1)	V	70	A	Ⓛ	890	I	401(k) Plan
\$5 Par Common Stock	07/24/2007		J(2)	V	8	A	\$ 71.08	898	I	401(k) Plan

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								Plan	
Common Stock									
\$5 Par Common Stock	10/24/2007		J ⁽²⁾ V 8	A	\$ 68.775	906	I	401(k) Plan	
\$5 Par Common Stock	06/05/2007		G V 2,000	D	\$ 0	171,551	D		
\$5 Par Common Stock	10/29/2007		M ⁽³⁾		27,892	A	\$ 46.23	199,443	D
\$5 Par Common Stock	10/29/2007		F ⁽³⁾		17,814	D	\$ 72.38	181,629	D
\$5 Par Common Stock	10/29/2007		F ⁽³⁾		4,295	D	\$ 72.38	177,334	D
\$5 Par Common Stock	10/29/2007		M ⁽³⁾		67,706	A	\$ 54.04	245,040	D
\$5 Par Common Stock	10/29/2007		F ⁽³⁾		50,550	D	\$ 72.38	194,490	D
\$5 Par Common Stock	10/29/2007		F ⁽³⁾		7,311	D	\$ 72.38	187,179	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 Underlying (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
	(4)	04/24/2007		J ⁽⁵⁾	V	17	(6)	(6)

Phantom Stock Unit									\$5 Par Common Stock
Phantom Stock Unit	(4)	07/24/2007	J(5)	V	19		(6)	(6)	\$5 Par Common Stock
Phantom Stock Unit	(4)	10/24/2007	J(5)	V	20		(6)	(6)	\$5 Par Common Stock
Phantom Stock Unit	(4)	04/24/2007	J(7)	V	232		(6)	(6)	\$5 Par Common Stock
Phantom Stock Unit	(4)	07/24/2007	J(7)	V	247		(6)	(6)	\$5 Par Common Stock
Phantom Stock Unit	(4)	10/24/2007	J(7)	V	259		(6)	(6)	\$5 Par Common Stock
Employee Stock Option (Right-to-Buy) Reload	\$ 71.81	10/29/2007	M		57,861	10/29/2008		01/06/2014	\$5 Par Common Stock
Employee Stock Option (Right-to-Buy) Reload	\$ 71.81	10/29/2007	M		22,109	10/29/2008		09/09/2012	\$5 Par Common Stock
Employee Stock Option (Right-to-Buy)	\$ 54.04	10/29/2007	M		67,706	01/06/2005		01/06/2014	\$5 Par Common Stock
Employee Stock Option (Right-to-buy)	\$ 46.23	10/29/2007	M		27,892	09/09/2003		09/09/2012	\$5 Par Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DEMCHAK WILLIAM S ONE PNC PLAZA 249 FIFTH AVENUE PITTSBURGH, PA 15222-2707			Vice Chairman	

Signatures

Lori A. Hasselman, Attorney-in-Fact for William S.
Demchak

10/31/2007

__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) Shares acquired under the PNC Incentive Savings Plan at various prices.
- (2) Dividend reinvestment shares acquired.

(3) The exercise of this option and the satisfaction of the resulting tax withholding obligation were effected by the Reporting Person through 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.

- (4) One phantom stock unit is the economic equivalent of one share of PNC Common Stock.
- (5) Phantom Stock Units received as dividend equivalents under the PNC Supplemental Incentive Savings Plan.
- (6) Phantom Stock Units will be settled in cash upon distribution from the reporting person's plan account and generally do not expire.
- (7) Phantom Stock Units received as dividend equivalents under the PNC 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.