

PUDLIN HELEN P
Form 4
May 05, 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 *
PUDLIN HELEN P

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

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/02/2008

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP and General Counsel

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 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 | 04/29/2008 | | G | V 425 D | \$ 0 | 108,929 | D |
| \$5 Par Common Stock | 05/02/2008 | | M | 9,294 A | \$ 66,415 | 118,223 | D |
| \$5 Par Common Stock | 05/02/2008 | | S ⁽¹⁾ | 300 D | \$ 70.4 | 117,923 | D |
| \$5 Par Common Stock | 05/02/2008 | | S ⁽¹⁾ | 600 D | \$ 70.5 | 117,323 | D |

Edgar Filing: PUDLIN HELEN P - Form 4

| | | | | | | | |
|----------------------------|------------|------------------------|-------|---|--------------|---------|---|
| Common Stock | | | | | | | |
| \$5 Par Common Stock | 05/02/2008 | <u>S⁽¹⁾</u> | 300 | D | \$ 70.505 | 117,023 | D |
| \$5 Par Common Stock | 05/02/2008 | <u>S⁽¹⁾</u> | 100 | D | \$ 70.51 | 116,923 | D |
| \$5 Par Common Stock | 05/02/2008 | <u>S⁽¹⁾</u> | 500 | D | \$ 70.513 | 116,423 | D |
| \$5 Par Common Stock | 05/02/2008 | <u>S⁽¹⁾</u> | 400 | D | \$ 70.52 | 116,023 | D |
| \$5 Par Common Stock | 05/02/2008 | <u>S⁽¹⁾</u> | 294 | D | \$ 70.522 | 115,729 | D |
| \$5 Par Common Stock | 05/02/2008 | <u>S⁽¹⁾</u> | 100 | D | \$ 70.53 | 115,629 | D |
| \$5 Par Common Stock | 05/02/2008 | <u>S⁽¹⁾</u> | 300 | D | \$ 70.535 | 115,329 | D |
| \$5 Par Common Stock | 05/02/2008 | <u>S⁽¹⁾</u> | 1,500 | D | \$ 70.55 | 113,829 | D |
| \$5 Par Common Stock | 05/02/2008 | <u>S⁽¹⁾</u> | 500 | D | \$ 70.551 | 113,329 | D |
| \$5 Par Common Stock | 05/02/2008 | <u>S⁽¹⁾</u> | 500 | D | \$ 70.552 | 112,829 | D |
| \$5 Par Common Stock | 05/02/2008 | <u>S⁽¹⁾</u> | 500 | D | \$ 70.554 | 112,329 | D |
| \$5 Par Common Stock | 05/02/2008 | <u>S⁽¹⁾</u> | 100 | D | \$ 70.555 | 112,229 | D |
| \$5 Par Common Stock | 05/02/2008 | <u>S⁽¹⁾</u> | 300 | D | \$ 70.56 | 111,929 | D |
| \$5 Par Common Stock | 05/02/2008 | <u>S⁽¹⁾</u> | 500 | D | \$ 70.574 | 111,429 | D |

Edgar Filing: PUDLIN HELEN P - Form 4

| | | | | | | | |
|----------------------------|------------|------------------------|-----|---|--------------|---------|---|
| \$5 Par Common Stock | 05/02/2008 | <u>S⁽¹⁾</u> | 400 | D | \$ 70.575 | 111,029 | D |
| \$5 Par Common Stock | 05/02/2008 | <u>S⁽¹⁾</u> | 100 | D | \$ 70.58 | 110,929 | D |
| \$5 Par Common Stock | 05/02/2008 | <u>S⁽¹⁾</u> | 200 | D | \$ 70.595 | 110,729 | D |
| \$5 Par Common Stock | 05/02/2008 | <u>S⁽¹⁾</u> | 504 | D | \$ 70.6 | 110,225 | D |
| \$5 Par Common Stock | 05/02/2008 | <u>S⁽¹⁾</u> | 196 | D | \$ 70.605 | 110,029 | D |
| \$5 Par Common Stock | 05/02/2008 | <u>S⁽¹⁾</u> | 100 | D | \$ 70.61 | 109,929 | D |
| \$5 Par Common Stock | 05/02/2008 | <u>S⁽¹⁾</u> | 100 | D | \$ 70.615 | 109,829 | D |
| \$5 Par Common Stock | 05/02/2008 | <u>S⁽¹⁾</u> | 100 | D | \$ 70.635 | 109,729 | D |
| \$5 Par Common Stock | 05/02/2008 | <u>S⁽¹⁾</u> | 100 | D | \$ 70.645 | 109,629 | D |
| \$5 Par Common Stock | 05/02/2008 | <u>S⁽¹⁾</u> | 500 | D | \$ 70.656 | 109,129 | D |
| \$5 Par Common Stock | 05/02/2008 | <u>S⁽¹⁾</u> | 200 | D | \$ 70.66 | 108,929 | D |

| | | | | | | | | |
|----------------------------|--|--|--|--|--|---|---|---|
| \$5 Par Common Stock | | | | | | 6 | I | UTMA by spouse for daughter <u>(2)</u> |
|----------------------------|--|--|--|--|--|---|---|---|

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.

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) |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|
| Employee Stock Option (Right-to-Buy) Reload | \$ 66.415 | 05/02/2008 | | M | 9,294 | 08/31/2002 02/17/2009 | \$5 Par Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| PUDLIN HELEN P ONE PNC PLAZA 249 FIFTH AVENUE PITTSBURGH, PA 15222-2707 | | | SVP and General Counsel | |

Signatures

Lori A. Hasselman, Attorney-in-Fact for Helen P. Pudlin
 Signature: _____ Date: 05/05/2008

**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) Sale pursuant to cashless exercise of employee stock options.

(2) These shares are maintained in a brokerage account registered in the name of the reporting person's spouse as Custodian under the Pennsylvania Uniform Transfers to Minors Act. 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 purpose.

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.