

PNC FINANCIAL SERVICES GROUP INC
 Form 4
 February 28, 2006

FORM 4

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

OMB APPROVAL

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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 *
WHITFORD THOMAS K

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)
02/24/2006

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP and Chief Risk Officer

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)
				(A) or (D)	Price		
				Code	V	Amount	
\$5 Par Common Stock	02/24/2006		M ⁽¹⁾	A	22,000	\$ 54.719	194,406 D
\$5 Par Common Stock	02/24/2006		F ⁽¹⁾	D	16,975	\$ 70.915	177,431 D
\$5 Par Common Stock	02/24/2006		F ⁽¹⁾	D	2,041	\$ 70.915	175,390 D
\$5 Par Common Stock	02/24/2006		M ⁽¹⁾	A	20,584	\$ 43.81	195,974 D

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Common Stock									
\$5 Par Common Stock	02/24/2006		F ⁽¹⁾	12,716	D	\$ 70.915	183,258	D	
\$5 Par Common Stock	02/24/2006		F ⁽¹⁾	3,196	D	\$ 70.915	180,062	D	
\$5 Par Common Stock	02/24/2006		M ⁽¹⁾	4,835	A	\$ 54.04	184,897	D	
\$5 Par Common Stock	02/24/2006		F ⁽¹⁾	3,684	D	\$ 70.915	181,213	D	
\$5 Par Common Stock	02/24/2006		F ⁽¹⁾	468	D	\$ 70.915	180,745	D	
\$5 Par Common Stock							8,156	I	401(k) Plan

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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
Employee Stock Option (Right-to-Buy)	\$ 43.81	02/24/2006		M		20,584		01/03/2004	01/03/2013	\$5 Par Common Stock
Employee Stock Option (Right-to-Buy)	\$ 54.719	02/24/2006		M		22,000		02/19/1999	02/19/2008	\$5 Par Common Stock
	\$ 54.04	02/24/2006		M		4,835		01/06/2005	01/06/2014	

Employee Stock Option (Right-to-Buy)								\$5 Par Common Stock
Employee Stock Option (Right-to-Buy) Reload Option	\$ 70.915	02/24/2006	A	19,016	02/24/2007	02/19/2008		\$5 Par Common Stock
Employee Stock Option (Right-to-Buy) Reload Option	\$ 70.915	02/24/2006	A	15,912	02/24/2007	01/03/2013		\$5 Par Common Stock
Employee Stock Option (Right-to-Buy) Reload Option	\$ 70.915	02/24/2006	A	4,152	02/24/2007	01/06/2014		\$5 Par Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WHITFORD THOMAS K ONE PNC PLAZA 249 FIFTH AVENUE PITTSBURGH, PA 15222-2707			EVP and Chief Risk Officer	

Signatures

Mark C. Joseph, Attorney in Fact for Thomas K.
Whitford

02/28/2006

__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.

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.