PUDLIN HELEN P

Form 4

August 18, 2006

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** OMB

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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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Last)

**AVENUE** 

(Print or Type Responses)

1. Name and Address of Reporting Person \* PUDLIN HELEN P

(First)

2. Issuer Name and Ticker or Trading Symbol

PNC FINANCIAL SERVICES

GROUP INC [PNC]

3. Date of Earliest Transaction

(Month/Day/Year) 08/16/2006

ONE PNC PLAZA, 249 FIFTH

(Middle)

Director 10% Owner \_X\_\_ Officer (give title Other (specify

Issuer

below) SVP and General Counsel

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

5. Relationship of Reporting Person(s) to

(Check all applicable)

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

#### **PITTSBURGH, PA 15222-2707**

| (City)                               | (State)                                 | (Zip) Tab   | le I - Non-l                           | Derivative                              | Secur | ities Acqui  | red, Disposed of,  | or Beneficial  | ly Owned  |
|--------------------------------------|---|---|--|---|-------|--------------|--|--|---|
| 1.Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transactic<br>Code<br>(Instr. 8) | 4. Securit<br>onor Dispos<br>(Instr. 3, | ed of |              | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
| \$5 Par<br>Common<br>Stock           | 08/16/2006                              |   | M(1)                                   | 33,874                                  | ` /   | \$ 57.1      | 140,116  | D  |   |
| \$5 Par<br>Common<br>Stock           | 08/16/2006                              |   | F <u>(1)</u>                           | 27,099                                  | D     | \$<br>71.375 | 113,017  | D  |   |
| \$5 Par<br>Common<br>Stock           | 08/16/2006                              |   | F <u>(1)</u>                           | 2,752                                   | D     | \$<br>71.375 | 110,265  | D  |   |
| \$5 Par                              |   |   |  |   |       |              | 6  | I  | UTMA by   |

Common Stock

spouse for daughter (2)

(9-02)

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3)        | 2.<br>Conversion<br>or Exercise<br>Price of | 3. Transaction Date (Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of orDerivative Securities Acquired (A) or Disposed of |          | 6. Date Exercisable and Expiration Date (Month/Day/Year) |                    | 7. Title and Underlying (Instr. 3 and |
|--|---|--------------------------------------|---|---|--|----------|--|--------------------|---------------------------------------|
|  | Derivative<br>Security                      |                                      |   |   | (D)<br>(Instr. 3, 4  | , and 5) |  |                    |                                       |
|  |   |                                      |   | Code V                                  | (A)  | (D)      | Date<br>Exercisable                                      | Expiration<br>Date | Title                                 |
| Employee<br>Stock Option<br>(Right-to-Buy)                 | \$ 57.1                                     | 08/16/2006                           |   | M                                       |  | 33,874   | 01/03/2003   | 01/03/2012         | \$5 Par<br>Common<br>Stock            |
| Employee<br>Stock Option<br>(Right-toBuy)<br>Reload Option | \$ 71.375                                   | 08/16/2006                           |   | A                                       | 29,851   |          | 08/16/2007   | 01/03/2012         | \$5 Par<br>Common<br>Stock            |

# **Reporting Owners**

| Reporting Owner Name / Address   | Relationships |           |                               |       |  |  |  |
|--|---------------|-----------|-------------------------------|-------|--|--|--|
| reporting o made remains a remainder   | Director      | 10% Owner | Officer                       | Other |  |  |  |
| PUDLIN HELEN P<br>ONE PNC PLAZA<br>249 FIFTH AVENUE<br>PITTSBURGH, PA 15222-2707 |               |           | SVP and<br>General<br>Counsel |       |  |  |  |

# **Signatures**

George P. Long, Attorney-in-Fact for Helen P. Pudlin 08/18/2006

> \*\*Signature of Reporting Person Date

2 Reporting Owners

#### Edgar Filing: PUDLIN HELEN P - Form 4

## **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.
- 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.