

PUDLIN HELEN P  
Form 4  
February 22, 2006

**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 \*  
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)  
02/17/2006

\_\_\_\_ 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 (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 Ownership (Instr. 4) |
|-------------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                     |                                      |  |                                | (A) or (D) Code V Amount Price                                    |   |  |                                   |
| \$5 Par Common Stock <sup>(1)</sup> | 02/17/2006                           |  | S <sup>(2)</sup>               | 600 D \$ 69.02  | 114,754   | D  |                                   |
| \$5 Par Common Stock                | 02/17/2006                           |  | S <sup>(2)</sup>               | 3,100 D \$ 69.03  | 111,654   | D  |                                   |
| \$5 Par Common Stock                | 02/17/2006                           |  | S <sup>(2)</sup>               | 400 D \$ 69.04  | 111,254   | D  |                                   |
| \$5 Par Common Stock                | 02/17/2006                           |  | S <sup>(2)</sup>               | 700 D \$ 69.1   | 110,554   | D  |                                   |

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|                      |            |  |                  |       |   |          |         |   |  |
|----------------------|------------|--|------------------|-------|---|----------|---------|---|--|
| Common Stock         |            |  |                  |       |   |          |         |   |  |
| \$5 Par Common Stock | 02/17/2006 |  | S <sup>(2)</sup> | 200   | D | \$ 69.14 | 110,354 | D |  |
| \$5 Par Common Stock | 02/17/2006 |  | S <sup>(2)</sup> | 700   | D | \$ 69.15 | 109,654 | D |  |
| \$5 Par Common Stock | 02/17/2006 |  | S <sup>(2)</sup> | 100   | D | \$ 69.17 | 109,554 | D |  |
| \$5 Par Common Stock | 02/17/2006 |  | S <sup>(2)</sup> | 300   | D | \$ 69.18 | 109,254 | D |  |
| \$5 Par Common Stock | 02/17/2006 |  | S <sup>(2)</sup> | 1,500 | D | \$ 69.19 | 107,754 | D |  |
| \$5 Par Common Stock | 02/17/2006 |  | S <sup>(2)</sup> | 671   | D | \$ 69.2  | 107,083 | D |  |
| \$5 Par Common Stock | 02/19/2006 |  | F <sup>(3)</sup> | 625   | D | \$ 69.53 | 106,458 | D |  |
| \$5 Par Common Stock |            |  |                  |       |   |          | 10      | I | UTMA by self for son <sup>(4)</sup>        |
| \$5 Par Common Stock |            |  |                  |       |   |          | 6       | I | UTMA by spouse for daughter <sup>(5)</sup> |

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 | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repo |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|--|---------------------------------------|
|--|--|--------------------------------------|--|--------------------------------|--|--|---|--|---------------------------------------|

Disposed  
of (D)  
(Instr. 3,  
4, and 5)

Trans  
(Instr

| Code | V | (A) | (D) | Date<br>Exercisable | Expiration<br>Date | Title | Amount<br>or<br>Number<br>of<br>Shares |
|------|---|-----|-----|---------------------|--------------------|-------|--|
|------|---|-----|-----|---------------------|--------------------|-------|--|

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                               |       |
|--|---------------|-----------|-------------------------------|-------|
|  | 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

Mark C. Joseph, Attorney in Fact for Helen P.  
Pudlin

02/22/2006

\_\_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).
- (1) Because the number of reportable transactions exceeds the Form 4 limit, additional transactions are reported on a second Form 4 on the same date.
- (2) Sale pursuant to cashless exercise of employee stock options.
- (3) Shares withheld to satisfy tax liability resulting from the vesting of restricted stock previously granted.

These shares are maintained in a brokerage account registered in the name of the reporting person 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.

- (5) 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.