

PUDLIN HELEN P
Form 4
January 25, 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)
01/23/2006

____ 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 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	(D)	Price

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

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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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Security
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)				
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Ar or Nu of
Employee Stock Option (Right-to-Buy)	\$ 65.445	01/23/2006	A ⁽¹⁾		27,500		01/23/2007	01/23/2016	\$5 Par Common Stock	2
Phantom Stock Unit	<u>(2)</u>	01/24/2005	J ⁽³⁾	V	37		<u>(4)</u>	<u>(4)</u>	\$5 Par Common Stock	
Phantom Stock Unit	<u>(2)</u>	04/24/2005	J ⁽³⁾	V	38		<u>(4)</u>	<u>(4)</u>	\$5 Par Common Stock	
Phantom Stock Unit	<u>(2)</u>	07/24/2005	J ⁽³⁾	V	36		<u>(4)</u>	<u>(4)</u>	\$5 Par Common Stock	
Phantom Stock Unit	<u>(2)</u>	10/24/2005	J ⁽³⁾	V	35		<u>(4)</u>	<u>(4)</u>	\$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

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

01/25/2006

 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) Grant of stock options subject to the precondition of an appropriate agreement, signed by the parties. Options generally become exercisable in three equal annual installments, beginning one year after the date of grant.
- (2) 1 for 1.

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- (3) Phantom Stock Units received as dividend equivalents under the PNC Deferred Compensation Plan.
- (4) Phantom Stock Units will be settled in cash upon distribution from the reporting person's plan account and generally do not expire.

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.