

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)

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

ONE PNC PLAZA, 249 FIFTH AVENUE

(Street)

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

PITTSBURGH, PA 15222-2707

(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) |
|-------------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| \$5 Par Common Stock ⁽¹⁾ | 02/17/2006 | | M | | 12,666 | A | \$ 53.5 |
| | | | | | | | 119,749 |
| \$5 Par Common Stock | 02/17/2006 | | M | | 11,073 | A | \$ 53.51 |
| | | | | | | | 130,822 |
| \$5 Par Common Stock | 02/17/2006 | | M | | 8,577 | A | \$ 53.51 |
| | | | | | | | 139,399 |
| \$5 Par | 02/17/2006 | | M | | 297 | A | \$ |
| | | | | | | | 139,696 |

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| | | | | | | | |
|----------------------------|------------|-------------|--------|---|-------------|---------|---|
| Common Stock | | | | | | 56.78 | |
| \$5 Par Common Stock | 02/17/2006 | M | 11,558 | A | \$ 55.22 | 151,254 | D |
| \$5 Par Common Stock | 02/17/2006 | <u>S(2)</u> | 4,600 | D | \$ 68.71 | 146,654 | D |
| \$5 Par Common Stock | 02/17/2006 | <u>S(2)</u> | 300 | D | \$ 68.73 | 146,354 | D |
| \$5 Par Common Stock | 02/17/2006 | <u>S(2)</u> | 500 | D | \$ 68.77 | 145,854 | D |
| \$5 Par Common Stock | 02/17/2006 | <u>S(2)</u> | 900 | D | \$ 68.78 | 144,954 | D |
| \$5 Par Common Stock | 02/17/2006 | <u>S(2)</u> | 2,900 | D | \$ 68.8 | 142,054 | D |
| \$5 Par Common Stock | 02/17/2006 | <u>S(2)</u> | 1,400 | D | \$ 68.81 | 140,654 | D |
| \$5 Par Common Stock | 02/17/2006 | <u>S(2)</u> | 100 | D | \$ 68.82 | 140,554 | D |
| \$5 Par Common Stock | 02/17/2006 | <u>S(2)</u> | 100 | D | \$ 68.83 | 140,454 | D |
| \$5 Par Common Stock | 02/17/2006 | <u>S(2)</u> | 800 | D | \$ 68.84 | 139,654 | D |
| \$5 Par Common Stock | 02/17/2006 | <u>S(2)</u> | 200 | D | \$ 68.85 | 139,454 | D |
| \$5 Par Common Stock | 02/17/2006 | <u>S(2)</u> | 300 | D | \$ 68.87 | 139,154 | D |
| \$5 Par Common Stock | 02/17/2006 | <u>S(2)</u> | 700 | D | \$ 68.89 | 138,454 | D |
| \$5 Par Common Stock | 02/17/2006 | <u>S(2)</u> | 100 | D | \$ 68.9 | 138,354 | D |

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| | | | | | | | |
|----------------------------|------------|------------------|-------|---|-------------|---------|---|
| \$5 Par Common Stock | 02/17/2006 | S ⁽²⁾ | 6,200 | D | \$ 68.93 | 132,154 | D |
| \$5 Par Common Stock | 02/17/2006 | S ⁽²⁾ | 1,000 | D | \$ 68.94 | 131,154 | D |
| \$5 Par Common Stock | 02/17/2006 | S ⁽²⁾ | 2,600 | D | \$ 68.95 | 128,554 | D |
| \$5 Par Common Stock | 02/17/2006 | S ⁽²⁾ | 2,900 | D | \$ 68.97 | 125,654 | D |
| \$5 Par Common Stock | 02/17/2006 | S ⁽²⁾ | 1,200 | D | \$ 68.98 | 124,454 | D |
| \$5 Par Common Stock | 02/17/2006 | S ⁽²⁾ | 700 | D | \$ 68.99 | 123,754 | D |
| \$5 Par Common Stock | 02/17/2006 | S ⁽²⁾ | 8,200 | D | \$ 69 | 115,554 | D |
| \$5 Par Common Stock | 02/17/2006 | S ⁽²⁾ | 200 | D | \$ 69.01 | 115,354 | D |

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 Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount Underlying Security (Instr. 3 and 4) | | |
|---|--|---|---|--------------------------------------|--|--|--|-------------------|--------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Nu of |
| Employee Stock Option | \$ 53.5 | 02/17/2006 | | M | 12,666 | 01/25/2006 | 01/25/2015 | \$5 Par Common | 12 |

| | | | | | | | | |
|---|----------|------------|---|--------|------------|------------|-----------------|----|
| (Right-to-Buy) Employee Stock Option (Right-to-Buy) Reload Option | \$ 53.51 | 02/17/2006 | M | 11,073 | 08/26/2005 | 01/03/2013 | Common Stock | 11 |
| (Right-to-Buy) Employee Stock Option (Right-to-Buy) Reload Option | \$ 53.51 | 02/17/2006 | M | 8,577 | 08/26/2005 | 02/16/2010 | Common Stock | 8 |
| (Right-to-Buy) Employee Stock Option (Right-to-Buy) Reload Option | \$ 56.78 | 02/17/2006 | M | 297 | 08/04/2001 | 02/19/2007 | Common Stock | 2 |
| (Right-to-Buy) Employee Stock Option (Right-to-Buy) Reload Option | \$ 55.22 | 02/17/2006 | M | 11,558 | 07/26/2000 | 02/19/2007 | Common Stock | 11 |

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

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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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