Edgar Filing: MERCANTILE BANKSHARES CORP - Form 4

MERCANTILE BANKSHARES CORP

Form 4 March 23, 2007

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Washington, D.C. 20549

if no longer subject to Section 16. Form 4 or Form 5

Check this box

SECURITIES

obligations may continue. See Instruction 1(b).

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 *

KELLY EDWARD J III Issuer Symbol MERCANTILE BANKSHARES (Check all applicable) CORP [(MRBK)] (Last) (First) (Middle) 3. Date of Earliest Transaction _X__ Director 10% Owner X_ Officer (give title Other (specify (Month/Day/Year) below) below) 2 HOPKINS PLAZA 03/02/2007 Chairman, President and CEO

2. Issuer Name and Ticker or Trading

(Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year) Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting Person

BALTIMORE, MD 21201

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Form: Direct Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially (D) or Beneficial (Month/Day/Year) (Instr. 8) Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price Common 03/02/2007 D 259,489 D (1) 0 D Stock

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

Estimated average

burden hours per

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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)	Transaction Code S (Instr. 8)	Securities Acquired (A) or Disposed of (D) Instr. 3, 4, and	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Employee Stock Option (right to buy)	\$ 26.17	03/02/2007		D	7,499	(2)	03/01/2011	Common Stock	7,499
Employee Stock Option (right to buy)	\$ 29.99	03/02/2007		D	75,000	<u>(2)</u>	03/12/2012	Common Stock	75,000
Employee Stock Option (right to buy)	\$ 23.07	03/02/2007		D	74,999	(2)	04/01/2013	Common Stock	74,999
Employee Stock Option (right to buy)	\$ 30.17	03/02/2007		D	97,499	<u>(2)</u>	03/03/2014	Common Stock	97,499
Employee Stock Option (right to buy)	\$ 34.15	03/02/2007		D	120,000	<u>(2)</u>	03/07/2015	Common Stock	120,00
Employee Stock Option (right to buy)	\$ 26.17	03/02/2007		D	7,499	<u>(2)</u>	03/01/2011	Common Stock	7,499
Employee Stock Option (right to buy)	\$ 38.23	03/02/2007		D	120,000	(2)	03/29/2016	Common Stock	120,00

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

KELLY EDWARD J III

2 HOPKINS PLAZA X Chairman, President and CEO

BALTIMORE, MD 21201

Signatures

Dennis W. Kreiner p/a for Edward J. Kelly, III 03/23/2007

**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).
- A combined total of 88,296 shares of Issuer's Common Stock, and 171,193 shares of Restricted Stock and units disposed of pursuant to
- (1) merger agreement between Issuer and PNC Financial Services Group, Inc., on the basis of .4184 shares of PNC common stock and \$16.45 in cash for each share of Issuer's Common Stock.
- (2) This option was cancelled on March 2, 2007, the date of the merger of the Issuer into PNC for a cash payment of \$47.49 less the exercise price of the Mercantile Option.

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.

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