

PNC FINANCIAL SERVICES GROUP INC  
 Form 4  
 January 04, 2008

**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 \*  
 CLAY ROBERT N

(Last) (First) (Middle)

CLAY HOLDING COMPANY  
 THREE CHIMNEYS FARM, P.O.  
 BOX 114

(Street)

MIDWAY, KY 40347

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
 PNC FINANCIAL SERVICES GROUP INC [PNC]

3. Date of Earliest Transaction (Month/Day/Year)  
 01/02/2008

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

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

**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)  | Price   |  |                                   |
|                                 |                                      |  |                                | Code  | V   | Amount   |                                   |
| \$5 Par Common Stock            | 01/24/2007                           |  | J(1)                           | V 4 A   | \$ 73.53 470  | D  |                                   |
| \$5 Par Common Stock            | 04/24/2007                           |  | J(1)                           | V 4 A   | \$ 75.315 474   | D  |                                   |
| \$5 Par Common Stock            | 07/24/2007                           |  | J(1)                           | V 4 A   | \$ 71.08 478  | D  |                                   |

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|                            |            |                  |   |    |   |              |       |   |  |
|----------------------------|------------|------------------|---|----|---|--------------|-------|---|--|
| \$5 Par<br>Common<br>Stock | 10/24/2007 | J <sup>(1)</sup> | V | 4  | A | \$<br>68.775 | 482   | D |  |
| \$5 Par<br>Common<br>Stock | 01/02/2008 | A <sup>(2)</sup> |   | 78 | A | \$ 64.73     | 560   | D |  |
| \$5 Par<br>Common<br>Stock |            |                  |   |    |   |              | 3,653 | I | By CNB<br>Investments,<br>LLC <sup>(3)</sup> |
| \$5 Par<br>Common<br>Stock |            |                  |   |    |   |              | 3,652 | I | By RNC<br>Investments,<br>LLC <sup>(4)</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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. Price<br>Derivati<br>Security<br>(Instr. 5) |  |         |
|---|--|---|---|--------------------------------------|--|--|---|--|--|---------|
|   |  |   |   |                                      |  | Date<br>Exercisable  | Expiration<br>Date  | Title  | Amount<br>or<br>Number<br>of<br>Shares |         |
|   |  |   |   |                                      |  | Code   | V   | (A)  | (D)                                    |         |
| Phantom<br>Stock<br>Unit                            | <u>(5)</u>   | 07/24/2007                              |   | J <sup>(6)</sup>                     | V 73   | <u>(7)</u>   | <u>(7)</u>  | \$5 Par<br>Common<br>Stock                     | 73                                     | \$ 71.0 |
| Phantom<br>Stock<br>Unit                            | <u>(5)</u>   | 10/24/2007                              |   | J <sup>(6)</sup>                     | V 76   | <u>(7)</u>   | <u>(7)</u>  | \$5 Par<br>Common<br>Stock                     | 76                                     | \$ 68.7 |
| Phantom<br>Stock<br>Unit                            | <u>(5)</u>   | 04/24/2007                              |   | J <sup>(8)</sup>                     | V 99   | <u>(7)</u>   | <u>(7)</u>  | \$5 Par<br>Common<br>Stock                     | 99                                     | \$ 75.3 |
| Phantom<br>Stock<br>Unit                            | <u>(5)</u>   | 07/24/2007                              |   | J <sup>(8)</sup>                     | V 105  | <u>(7)</u>   | <u>(7)</u>  | \$5 Par<br>Common<br>Stock                     | 105                                    | \$ 71.0 |

|                       |     |            |      |   |     |     |     |                            |     |         |
|-----------------------|-----|------------|------|---|-----|-----|-----|----------------------------|-----|---------|
| Phantom<br>Stock Unit | (5) | 10/24/2007 | J(8) | V | 110 | (7) | (7) | \$5 Par<br>Common<br>Stock | 110 | \$ 68.7 |
|-----------------------|-----|------------|------|---|-----|-----|-----|----------------------------|-----|---------|

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| CLAY ROBERT N<br>CLAY HOLDING COMPANY THREE CHIMNEYS FARM<br>P.O. BOX 114<br>MIDWAY, KY 40347 | X             |           |         |       |

## Signatures

|   |            |
|---|------------|
| Lori A. Hasselman, Attorney-in-Fact for Robert<br>N. Clay | 01/04/2008 |
| **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) Dividend reinvestment shares acquired.

(2) Annual grant pursuant to PNC Directors Share Incentive Plan.

The reporting person first assumed investment control of the securities held by this LLC upon his father's death on 8/21/2002. The  
(3) 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 of for any other purposes.

(4) The reporting person first assumed investment control of the securities held by this LLC upon his father's death on 8/21/2002.

(5) One phantom stock unit is the economic equivalent of one share of PNC Common Stock.

(6) Phantom Stock Units received as dividend equivalents under the PNC Outside Directors Deferred Stock Unit Plan.

(7) Phantom Stock Units will be settled in cash upon distribution from the reporting person's plan account and generally do not expire.

(8) Phantom Stock Units received as dividend equivalents under the PNC Directors Deferred Compensation Plan.

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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