

PNC FINANCIAL SERVICES GROUP INC
 Form 4
 December 13, 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 *
 CLAY ROBERT N

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)
 12/11/2006

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

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

(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

MIDWAY, KY 40347

(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	10/24/2006		J ⁽¹⁾	V	192	A	⑆
\$5 Par Common Stock	12/11/2006		S		440	D	\$ 72.17
\$5 Par Common Stock						I	3,653

By CNB Investments, LLC ⁽³⁾

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\$5 Par
Common
Stock

3,652 I

By RNC
Investments,
LLC ⁽⁴⁾

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 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 of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)		
						Date Exercisable	Expiration Date				
				Code	V	(A)	(D)	Title	Amount or Number of Shares		
Phantom Stock Unit	<u>(5)</u>	10/24/2006		<u>J(6)</u>	V	185		<u>(7)</u> <u>(7)</u>	\$5 Par Common Stock	185	<u>(8)</u>
Phantom Stock Unit	<u>(5)</u>	10/24/2006		<u>J(9)</u>	V	109		<u>(7)</u> <u>(7)</u>	\$5 Par Common Stock	109	<u>(10)</u>

Reporting Owners

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

Signatures

Lori A. Hasselman, Attorney-in-Fact for Robert N. Clay

12/13/2006

 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) Dividend reinvestment shares acquired.

(2) Dividend reinvestment shares acquired at various prices.

(3) The reporting person first assumed investment control of the securities held by this LLC upon his father's death on 8/12/2002. 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 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) 1 for 1.

(6) Phantom Stock Units received as dividend equivalents under the PNC Directors Deferred Compensation 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, at various prices.

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

(10) Phantom Stock Units received as dividend equivalents under the PNC Outside Directors Deferred Stock Unit Plan, at various prices.

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.