

PNC FINANCIAL SERVICES GROUP INC  
 Form 4  
 December 19, 2006

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

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)  
 12/15/2006

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |   |
|                                 |                                      |  |                                | Code  | V   | Amount   |   |
| \$5 Par Common Stock            | 12/15/2006                           |  | M                              | 2,000   | A   | \$ 52.64   | 8,240 D   |
| \$5 Par Common Stock            | 12/15/2006                           |  | M                              | 2,000   | A   | \$ 53.02   | 10,240 D  |
| \$5 Par Common Stock            | 12/15/2006                           |  | M                              | 2,000   | A   | \$ 43.635  | 12,240 D  |

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|                            |            |                        |       |   |          |        |   |
|----------------------------|------------|------------------------|-------|---|----------|--------|---|
| \$5 Par<br>Common<br>Stock | 12/15/2006 | <u>S<sup>(1)</sup></u> | 200   | D | \$ 73.51 | 12,040 | D |
| \$5 Par<br>Common<br>Stock | 12/15/2006 | <u>S<sup>(1)</sup></u> | 200   | D | \$ 73.5  | 11,840 | D |
| \$5 Par<br>Common<br>Stock | 12/15/2006 | <u>S<sup>(1)</sup></u> | 900   | D | \$ 73.49 | 10,940 | D |
| \$5 Par<br>Common<br>Stock | 12/15/2006 | <u>S<sup>(1)</sup></u> | 200   | D | \$ 73.45 | 10,740 | D |
| \$5 Par<br>Common<br>Stock | 12/15/2006 | <u>S<sup>(1)</sup></u> | 400   | D | \$ 73.44 | 10,340 | D |
| \$5 Par<br>Common<br>Stock | 12/15/2006 | <u>S<sup>(1)</sup></u> | 100   | D | \$ 73.43 | 10,240 | D |
| \$5 Par<br>Common<br>Stock | 12/15/2006 | <u>S<sup>(1)</sup></u> | 200   | D | \$ 73.42 | 10,040 | D |
| \$5 Par<br>Common<br>Stock | 12/15/2006 | <u>S<sup>(1)</sup></u> | 200   | D | \$ 73.41 | 9,840  | D |
| \$5 Par<br>Common<br>Stock | 12/15/2006 | <u>S<sup>(1)</sup></u> | 100   | D | \$ 73.37 | 9,740  | D |
| \$5 Par<br>Common<br>Stock | 12/15/2006 | <u>S<sup>(1)</sup></u> | 100   | D | \$ 73.36 | 9,640  | D |
| \$5 Par<br>Common<br>Stock | 12/15/2006 | <u>S<sup>(1)</sup></u> | 800   | D | \$ 73.35 | 8,840  | D |
| \$5 Par<br>Common<br>Stock | 12/15/2006 | <u>S<sup>(1)</sup></u> | 100   | D | \$ 73.34 | 8,740  | D |
| \$5 Par<br>Common<br>Stock | 12/15/2006 | <u>S<sup>(1)</sup></u> | 400   | D | \$ 73.33 | 8,340  | D |
| \$5 Par<br>Common<br>Stock | 12/15/2006 | <u>S<sup>(1)</sup></u> | 1,200 | D | \$ 73.32 | 7,140  | D |
| \$5 Par<br>Common          | 12/15/2006 | <u>S<sup>(1)</sup></u> | 400   | D | \$ 73.31 | 6,740  | D |

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|              |            |  |                  |     |   |          |       |   |  |
|--------------|------------|--|------------------|-----|---|----------|-------|---|--|
| Stock        |            |  |                  |     |   |          |       |   |  |
| \$5 Par      |            |  |                  |     |   |          |       |   |  |
| Common Stock | 12/15/2006 |  | S <sup>(1)</sup> | 200 | D | \$ 73.29 | 6,540 | D |  |
| \$5 Par      |            |  |                  |     |   |          |       |   |  |
| Common Stock | 12/15/2006 |  | S <sup>(1)</sup> | 300 | D | \$ 73.28 | 6,240 | D |  |
| \$5 Par      |            |  |                  |     |   |          |       |   |  |
| Common Stock |            |  |                  |     |   |          | 3,653 | I | By CNB Investments, LLC <sup>(2)</sup> |
| \$5 Par      |            |  |                  |     |   |          |       |   |  |
| Common Stock |            |  |                  |     |   |          | 3,652 | I | By RNC Investments, LLC <sup>(3)</sup> |

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 Security (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Non-Employee Director Non-Statutory Stock Option | \$ 52.64   | 12/15/2006                           |  | M                              | 2,000   | 04/26/2006 04/26/2015                                    | \$5 Par Common Stock  | 2,000                         |
| Non-Employee Director Non-Statutory Stock Option | \$ 53.02   | 12/15/2006                           |  | M                              | 2,000   | 04/27/2005 04/27/2014                                    | \$5 Par Common Stock  | 2,000                         |
| Non-Employee Director Non-Statutory Stock Option | \$ 43.635  | 12/15/2006                           |  | M                              | 2,000   | 04/22/2004 04/22/2013                                    | \$5 Par Common Stock  | 2,000                         |

## 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 | 12/19/2006          |
| <small>**Signature of Reporting Person</small>            | <small>Date</small> |

## 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) Sale pursuant to cashless exercise of non-employee Director stock options.

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

(2) 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.

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

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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