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PNC FINANCIAL SERVICES GROUP INC
Form 10-K/A
October 23, 2003

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-K/A
AMENDMENT NO. 2

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT
OF 1934

FOR THE FISCAL YEAR ENDED DECEMBER 31, 2002
COMMISSION FILE NUMBER 1-9718

THE PNC FINANCIAL SERVICES GROUP, INC.
(Exact name of registrant as specified in its charter)

PENNSYLVANIA

25-1435979

(State or other jurisdiction)
of incorporation or organization

(I.R.S. Employer Identification No.)

ONE PNC PLAZA
249 FIFTH AVENUE
PITTSBURGH, PENNSYLVANIA 15222-2707

(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES, INCLUDING ZIP CODE)

Registrant's telephone number, including area code - (412) 762-2000

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class -----	Name of Each Exchange on Which Registered -----
COMMON STOCK, PAR VALUE \$5.00	New York Stock Exchange
\$1.60 CUMULATIVE CONVERTIBLE PREFERRED STOCK-SERIES C, PAR VALUE \$1.00	New York Stock Exchange
\$1.80 CUMULATIVE CONVERTIBLE PREFERRED STOCK-SERIES D, PAR VALUE \$1.00	New York Stock Exchange
SERIES G JUNIOR PARTICIPATING PREFERRED SHARE PURCHASE RIGHTS	New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act:

\$1.80 CUMULATIVE CONVERTIBLE PREFERRED STOCK - SERIES A, PAR VALUE \$1.00
\$1.80 CUMULATIVE CONVERTIBLE PREFERRED STOCK - SERIES B, PAR VALUE \$1.00
8.25% CONVERTIBLE SUBORDINATED DEBENTURES DUE 2008

By filing this Amendment No. 2 on Form 10-K/A, the registrant hereby amends Part IV, Item 15 - Exhibits, Financial Statement Schedules, and Reports on Form 8-K of the Annual Report on Form 10-K for the year ended December 31, 2002 filed by the registrant on March 13, 2003 as amended by Amendment No. 1 on Form 10-K/A filed by the registrant on May 15, 2003, for the purpose of replacing the report

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of the registrant's former independent auditors and refiling the consents filed as Exhibits 23.1 and 23.2 to said annual report.

By this Amendment No. 2, the registrant replaces said Part IV, Item 15 with the following:

ITEM 15 - EXHIBITS, FINANCIAL STATEMENT SCHEDULES, AND REPORTS ON FORM 8-K

FINANCIAL STATEMENTS The following report of independent auditors and consolidated financial information of the Corporation included in the Corporation's Annual Report to Shareholders for 2002 ("Annual Report to Shareholders") are incorporated herein by reference.

	Pages of Annual Report to Shareholders
Financial Statements	

Report of Deloitte & Touche LLP, Independent Auditors	67
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No financial statement schedules are being filed.

The report of the Corporation's former independent auditors follows:

REPORT OF ERNST & YOUNG LLP, INDEPENDENT AUDITORS

Shareholders and Board of Directors
The PNC Financial Services Group, Inc.

We have audited the accompanying consolidated balance sheet of The PNC Financial Services Group, Inc. and subsidiaries as of December 31, 2001, and the related consolidated statements of income, shareholders' equity, and cash flows for each of the two years in the period ended December 31, 2001. These financial statements are the responsibility of The PNC Financial Services Group, Inc.'s management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of The PNC Financial Services Group, Inc. and subsidiaries at December 31, 2001, and the consolidated results of their operations and their cash flows for each of the two years in the period ended December 31, 2001, in conformity with accounting

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principles generally accepted in the United States.

/s/ Ernst & Young LLP

Pittsburgh, Pennsylvania
March 1, 2002

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REPORTS ON FORM 8-K The following reports on Form 8-K were filed during the quarter ended December 31, 2002.

On November 14, 2002, the Corporation filed a Form 8-K which included information under Item 9 Regulation FD Disclosure related to certifications of the Corporation's Chairman and Chief Executive Officer and Vice Chairman and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. Conformed copies of such certifications were filed as Exhibits with this Form 8-K filing.

On December 19, 2002, the Corporation filed a Form 8-K which included information under Item 5 Other Events and Regulation FD Disclosure related to a news release regarding notification from the Federal Reserve Bank of Cleveland that the Corporation was in full compliance with the financial holding company and financial subsidiary requirements under the Gramm-Leach-Bliley Act. A copy of the news release was filed as an Exhibit with this Form 8-K filing.

EXHIBITS The following exhibit index lists the exhibits filed with the Corporation's annual report on Form 10-K.

EXHIBIT INDEX

Exhibit No.	Description	Method of Fil
3.1	Articles of Incorporation of the Corporation, as amended and restated as of April 24, 2001.	Incorporated herein by reference to the Corporation's Form 10-Q for the quarter ended December 31, 2001.
3.2	By-Laws of the Corporation, as amended and restated.	Incorporated herein by reference to the Corporation's Form 10-K for the year ended December 31, 2002 as filed on March 1, 2002 ("Form 10-K").
4.1	There are no instruments with respect to long-term debt of the Corporation and its subsidiaries that involve securities authorized under the instrument in an amount exceeding 10 percent of the total assets of the Corporation and its subsidiaries on a consolidated basis. The Corporation agrees to provide the SEC with a copy of instruments defining the rights of holders of long-term debt of the Corporation and its subsidiaries on request.	

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4.2	Terms of \$1.80 Cumulative Convertible Preferred Stock, Series A.	Incorporated herein by reference to 3.1 of the Corporation's Form 10-Q for the quarter ended March 31, 2001.
4.3	Terms of \$1.80 Cumulative Convertible Preferred Stock, Series B.	Incorporated herein by reference to 3.1 of the Corporation's Form 10-Q for the quarter ended March 31, 2001.
4.4	Terms of \$1.60 Cumulative Convertible Preferred Stock, Series C.	Incorporated herein by reference to 3.1 of the Corporation's Form 10-Q for the quarter ended March 31, 2001.
4.5	Terms of \$1.80 Cumulative Convertible Preferred Stock, Series D.	Incorporated herein by reference to 3.1 of the Corporation's Form 10-Q for the quarter ended March 31, 2001.
4.6	Terms of Series G Junior Participating Preferred Stock.	Incorporated herein by reference to 3.1 of the Corporation's Form 10-Q for the quarter ended March 31, 2001.
4.7	Rights Agreement between the Corporation and The Chase Manhattan Bank dated May 15, 2000.	Incorporated herein by reference to the Corporation's Registration Statement filed May 23, 2000.
4.8	First Amendment to Rights Agreement between the Corporation, The Chase Manhattan Bank, and Computershare Investor Services, LLC dated January 1, 2003.	Incorporated herein by reference to 4.8 of the 2002 Form 10-K.
10.1	The Corporation's Supplemental Executive Retirement Plan, as amended.	Incorporated herein by reference to 10.1 of the Corporation's Form 10-Q for the quarter ended March 31, 2002.*
10.2	The Corporation's ERISA Excess Pension Plan, as amended as of January 1, 1999.	Incorporated herein by reference to 10.2 of the Corporation's Form 10-K for the year ended December 31, 1999 ("1999 Form 10-K").
10.3	The Corporation's Key Executive Equity Program, as amended.	Incorporated herein by reference to 10.3 of the Corporation's Form 10-Q for the quarter ended March 31, 2002.*
10.4	The Corporation's Supplemental Incentive Savings Plan, as amended as of January 1, 1999.	Incorporated herein by reference to 10.4 of the Corporation's Form 10-K for the year ended December 31, 1999.
10.5	The Corporation's 1997 Long-Term Incentive Award Plan, as amended.	Incorporated herein by reference to 10.5 of the 2002 Form 10-K.

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10.6	The Corporation's 1996 Executive Incentive Award Plan, as amended.	Incorporated herein by reference to 10.6 of the Corporation's 2001 Form 10-Q for the quarter ended September 30, 2001.*
10.7	PNC Bank Corp. and Affiliates Deferred Compensation Plan, as amended and restated.	Incorporated herein by reference to 10.7 of the Corporation's 2002 Form 10-Q for the quarter ended September 30, 2002.*
10.8	Form of Change in Control Severance Agreement.	Incorporated herein by reference to 10.17 of the Corporation's 1996 Form 10-K for the year ended December 31, 1996 ("1996 Form 10-K")
10.9	Forms of Amendment to Change in Control Severance Agreements.	Incorporated herein by reference to 10.9 of the Corporation's 2000 Form 10-K for the year ended December 31, 2000.*
10.10	Forms of Second Amendment to Change in Control Severance Agreements.	Incorporated herein by reference to 10.15 of the Corporation's 2000 Form 10-K for the year ended December 31, 2000.*
		on Form 10-Q for the quarter ended September 30, 2001.*
10.11	1992 Director Share Incentive Plan.	Incorporated herein by reference to 10.13 of the Corporation's 1996 Form 10-K for the year ended December 31, 1996.*
10.12	The Corporation's Directors Deferred Compensation Plan.	Incorporated by reference to 10.13 of the Corporation's 1996 Form 10-K for the year ended December 31, 1996.*
10.13	The Corporation's Outside Directors Deferred Stock Unit Plan.	Incorporated herein by reference to 10.15 of the Corporation's 2002 Form 10-Q for the quarter ended September 30, 2002.*
10.14	Trust Agreement between PNC Investment Corp., as settlor, and Hershey Trust Company, as trustee.	Incorporated herein by reference to 10.14 of the 2002 Form 10-Q for the quarter ended September 30, 2002.*
10.15	Employment Agreement between the Corporation and Joseph J. Whiteside.	Incorporated herein by reference to 10.15 of the 2002 Form 10-Q for the quarter ended September 30, 2002.*
10.16	The Corporation's Incentive Savings Plan, as amended as of January 1, 2001.	Incorporated herein by reference to 10.16 of the 2002 Form 10-Q for the quarter ended September 30, 2002.*
10.17	First Amendment to the Corporation's Incentive Savings Plan.	Incorporated herein by reference to 10.17 of the 2002 Form 10-Q for the quarter ended September 30, 2002.*
10.18	Second Amendment to the Corporation's Incentive Savings Plan.	Incorporated herein by reference to 10.18 of the 2002 Form 10-Q for the quarter ended September 30, 2002.*

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10.19	The Corporation's Employee Stock Purchase Plan, as amended.	Incorporated herein by reference of the Corporation's Quarterly Report on Form 10-Q for the quarter ended September 30, 2002 ("2002 Form 10-Q").
10.20	BlackRock, Inc. 2002 Long Term Retention and Incentive Plan.	Incorporated by reference to the Corporation's Quarterly Report on Form 10-Q for the quarter ended September 30, 2002 ("2002 Form 10-Q").
10.21	Share Surrender Agreement, dated October 10, 2002, among BlackRock, Inc., PNC Asset Management, Inc., and The PNC Financial Services Group, Inc.	Incorporated by reference to the Corporation's Third Quarter 2002 Form 10-Q.
10.22	Initial Public Offering Agreement, dated September 30, 1999, among BlackRock, Inc., The PNC Financial Services Group, Inc., formerly PNC Bank Corp., and PNC Asset Management, Inc.	Incorporated by reference to the Corporation's Registration Statement (Registration No. 333-77000) originally filed with the SEC.
10.23	Amendment No. 1 to the Initial Public Offering Agreement, dated October 10, 2002, among The PNC Financial Services Group, Inc., PNC Asset Management, Inc. and BlackRock, Inc.	Incorporated by reference to the Corporation's Third Quarter 2002 Form 10-Q.
10.24	Amended and Restated Stockholders Agreement, dated September 30, 1999, by and among BlackRock, Inc., PNC Asset Management, Inc. and certain employees of BlackRock, Inc. and its affiliates.	Incorporated by reference to the Corporation's Registration Statement (Registration No. 333-77000) originally filed with the SEC.
		1999.
10.25	Amendment No. 1 to the Amended and Restated Stockholders Agreement, dated October 10, 2002, by and among BlackRock, Inc., PNC Asset Management, Inc. and certain employees of BlackRock, Inc. and its affiliates.	Incorporated by reference to the Corporation's Third Quarter 2002 Form 10-Q.
12.1	Computation of Ratio of Earnings to Fixed Charges.	Incorporated herein by reference to 12.1 of the 2002 Form 10-K.
12.2	Computation of Ratio of Earnings to Fixed Charges and Preferred Dividends.	Incorporated herein by reference to 12.2 of the 2002 Form 10-K.
13	Excerpts from the Corporation's Annual Report to Shareholders for the year ended December 31, 2002. Such Annual Report, except for the portions thereof that are expressly incorporated by reference herein, is furnished for information of the SEC only and is not deemed to be "filed" as part of this Form 10-K.	Incorporated herein by reference to the Corporation's Annual Report of the 2002 Form 10-K.
21	Schedule of Certain Subsidiaries of the Corporation.	Incorporated herein by reference to the Corporation's Annual Report of the 2002 Form 10-K.
23.1	Consent of Deloitte & Touche LLP, independent auditors for the Corporation.	Filed herewith.

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23.2	Consent of Ernst & Young LLP, former independent auditors for the Corporation.	Filed herewith.
24	Powers of Attorney.	Incorporated herein by reference of the 2002 Form 10-K.
31.1	Certification of Chairman and Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.	Filed herewith.
31.2	Certification of Vice Chairman and Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.	Filed herewith.
99.1	Agreement between The PNC Financial Services Group, Inc. and Federal Reserve Bank of Cleveland.	Incorporated herein by reference 99.1 of the Corporation Form 8-K dated July 18,
99.2	Form of Agreement between PNC Bank, National Association and Office of the Comptroller of the Currency.	Incorporated herein by reference 99.2 of the Corporation Form 8-K dated July 18,
99.3	Form of Order of the Securities and Exchange Commission Instituting Public Administrative Proceedings Pursuant to Section 8A of the Securities Act of 1933 and 21C of the Securities Exchange Act of 1934, Making Findings and Imposing Cease-and-Desist Order.	Incorporated herein by reference 99.3 of the Corporation Form 8-K dated July 18,

+ Incorporated document references to filings by the Corporation are to SEC File No. 1-9718. Incorporated document references to filings by BlackRock, Inc. are to SEC File No. 001-15305.

* Denotes management contract or compensatory plan.

Copies of these Exhibits may be obtained electronically at the SEC's home page at www.sec.gov or from the public reference section of the SEC, at prescribed rates, at 450 Fifth Street NW, Washington, D.C. 20544. Copies may also be obtained by any shareholder, without charge, upon written request addressed to Computershare Investor Services, Post Office Box 3504, Chicago, Illinois 60690-3504, by calling (800) 982-7652 or via e-mail at web.queries@computershare.com.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this Amendment No. 2 on Form 10-K/A to the registrant's Annual Report on Form 10-K for the year ended December 31, 2002, as amended by Amendment No. 1 on Form 10-K/A, to be signed on its behalf by the undersigned, thereunto duly authorized.

THE PNC FINANCIAL SERVICES GROUP, INC.
(Registrant)

By: /s/ William S. Demchak

William S. Demchak
Vice Chairman and
Chief Financial Officer
October 23, 2003