

PNC FINANCIAL SERVICES GROUP INC
 Form 4
 December 19, 2006

FORM 4

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

OMB APPROVAL

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

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

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 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 |

