

JOHNSON RICHARD J  
Form 4  
January 27, 2005

**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 \*  
JOHNSON RICHARD J

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)  
01/25/2005

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

SVP and Director of Finance

ONE PNC PLAZA, 249 FIFTH AVENUE

(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

PITTSBURGH, PA 15222-2707

(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)
				(A) or (D)	Price		
				Code	V	Amount	
\$5 Par Common Stock	04/24/2004		J(1)	V	95	A	\$ 52.515 12,187 D
\$5 Par Common Stock	06/30/2004		J(2)	V	215	A	\$ 50.426 12,402 D
\$5 Par Common Stock	07/24/2004		J(1)	V	101	A	\$ 49.695 12,503 D
\$5 Par Common Stock	10/24/2004		J(1)	V	96	A	\$ 51.76 12,599 D

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Common Stock									
\$5 Par Common Stock	12/31/2004		J <sup>(2)</sup>	V	236	A	\$ 54,568	12,835	D
\$5 Par Common Stock	04/24/2004		J <sup>(1)</sup>	V	2	A	\$ 52,515	202	I 401(k) Plan
\$5 Par Common Stock	06/30/2004		J <sup>(3)</sup>	V	67	A	(4)	269	I 401(k) Plan
\$5 Par Common Stock	07/24/2004		J <sup>(1)</sup>	V	3	A	\$ 49,695	272	I 401(k) Plan
\$5 Par Common Stock	09/30/2004		J <sup>(3)</sup>	V	14	A	(5)	286	I 401(k) Plan
\$5 Par Common Stock	10/24/2004		J <sup>(1)</sup>	V	3	A	\$ 51.76	289	I 401(k) Plan

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Employee Stock Option (Right-to-Buy)	\$ 53.5	01/25/2005		A <sup>(6)</sup>	20,000	01/25/2006 01/25/2015	\$5 Par Common Stock
Phantom Stock Unit	(7)	06/30/2004		J <sup>(8)</sup>	V 134	(9) (9)	\$5 Par Common Stock

Phantom Stock Unit		Date	Code	Relationship	Quantity	Price	Price	Par Value
Phantom Stock Unit	(7)	07/24/2004	J(11)	V	1	(9)	(9)	\$5 Par Common Stock
Phantom Stock Unit	(7)	09/30/2004	J(8)	V	66	(9)	(9)	\$5 Par Common Stock
Phantom Stock Unit	(7)	10/24/2004	J(11)	V	2	(9)	(9)	\$5 Par Common Stock
Phantom Stock Unit	(7)	12/31/2004	J(8)	V	77	(9)	(9)	\$5 Par Common Stock
Phantom Stock Unit	(7)	04/24/2004	J(14)	V	15	(9)	(9)	\$5 Par Common Stock
Phantom Stock Unit	(7)	07/24/2004	J(14)	V	15	(9)	(9)	\$5 Par Common Stock
Phantom Stock Unit	(7)	10/24/2004	J(14)	V	15	(9)	(9)	\$5 Par Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JOHNSON RICHARD J ONE PNC PLAZA 249 FIFTH AVENUE PITTSBURGH, PA 15222-2707			SVP and Director of Finance	

## Signatures

Mark C. Joseph, Attorney in Fact for Richard J. Johnson 01/27/2005

\_\_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) Acquisition of stock under the PNC Employee Stock Purchase Plan.
- (3) Shares acquired under the PNC Incentive Savings Plan.
- (4) Shares acquired under the PNC Incentive Savings Plan at various prices from \$52.54 to \$54.89.
- (5) Shares acquired under the PNC Incentive Savings Plan at various prices from \$50.75 to \$53.75.

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- (6) Grant of stock options subject to the precondition of an appropriate agreement, signed by the parties. Options generally become exercisable in three equal annual installments, beginning one year after the date of grant.
- (7) 1 for 1.
- (8) Phantom Stock Units acquired under the PNC Supplemental Incentive Savings Plan.
- (9) Phantom Stock Units will be settled in cash upon distribution from the reporting person's plan account and generally do not expire.
- (10) Phantom Stock Units acquired under the PNC Supplemental Incentive Savings Plan at various prices from \$52.54 to \$54.89.
- (11) Phantom Stock Units received as dividend equivalents under the PNC Supplemental Incentive Savings Plan.
- (12) Phantom Stock Units acquired under the PNC Supplemental Incentive Savings Plan at various prices from \$50.75 to \$53.75.
- (13) Phantom Stock Units acquired under the PNC Supplemental Incentive Savings Plan at various prices from \$52.13 to \$57.11.
- (14) Phantom Stock Units received as dividend equivalents under the PNC 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. 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.