

PNC FINANCIAL SERVICES GROUP INC

Form 4

April 27, 2006

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
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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 *
KELSON RICHARD B2. 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)

**ALCOA, INC., 390 PARK
AVENUE, 11TH FLOOR**3. Date of Earliest Transaction
(Month/Day/Year)
04/25/2006☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

(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**NEW YORK, NY 10022**

(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	(D)	Price

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.**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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction of	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities	8. Price
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)	Securi (Instr.				
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock Unit	<u>(1)</u>	01/24/2006	J <u>(2)</u>	V	30		<u>(3)</u>	<u>(3)</u>	\$5 Par Common Stock	30	\$ 65
Phantom Stock Unit	<u>(1)</u>	04/24/2006	J <u>(2)</u>	V	30		<u>(3)</u>	<u>(3)</u>	\$5 Par Common Stock	30	\$ 69
Phantom Stock Unit	<u>(1)</u>	01/24/2006	J <u>(4)</u>	V	24		<u>(3)</u>	<u>(3)</u>	\$5 Par Common Stock	24	\$ 65
Phantom Stock Unit	<u>(1)</u>	04/24/2006	J <u>(4)</u>	V	25		<u>(3)</u>	<u>(3)</u>	\$5 Par Common Stock	25	\$ 69
Phantom Stock Unit	<u>(1)</u>	04/25/2006	A <u>(5)</u>		1,300		<u>(3)</u>	<u>(3)</u>	\$5 Par Common Stock	1,300	\$

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KELSON RICHARD B ALCOA, INC. 390 PARK AVENUE, 11TH FLOOR NEW YORK, NY 10022			X	

Signatures

Mark C. Joseph, Attorney in Fact for Richard B.
Kelson

04/27/2006

__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) 1 for 1.

(2) Phantom Stock Units received as dividend equivalents under the PNC Directors Deferred Compensation Plan.

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- (3) Phantom Stock Units will be settled in cash upon distribution from the reporting person's plan account and generally do not expire.
- (4) Phantom Stock Units received as dividend equivalents under the PNC Outside Directors Deferred Stock Unit Plan.
- (5) Phantom Stock Units awarded by the Nominating and Governance Committee pursuant to the PNC Outside Directors Deferred Stock Unit Plan.

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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