

Edgar Filing: PNC FINANCIAL SERVICES GROUP INC - Form 13F-HR

PNC FINANCIAL SERVICES GROUP INC
Form 13F-HR
February 09, 2007

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
Form 13F
Form 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: December 31, 2006

Check here if Amendment []; Amendment Number:
This Amendment (Check only one.): [] is a restatement.
[] adds new holdings entries.

Institutional Investment Manager Filing this Report:

Name: The PNC Financial Services Group, Inc.
Address: 249 Fifth Avenue
Pittsburgh, PA 15222-2707

Form 13F File Number: 28-1235

The institutional investment manager filing this report and the person by whom it is signed hereby represent that the person signing the report is authorized to submit it, that all information contained herein is true, correct and complete, and that it is understood that all required items, statements, schedules, lists, and tables, are considered integral parts of this form.

Person Signing the Report on behalf of Reporting Manager:

Name: Joan L. Gulley
Title: Vice President
Phone: (412) 768-8416
Signature, Place, and Date of Signing:

/s/ Joan L. Gulley Pittsburgh, PA February 9, 2007

[Signature] [City, State] [Date]

Report Type (Check only one.):

- 13F HOLDINGS REPORT. (Check here if all holdings of this reporting manager are reported in this report.)
- 13F NOTICE. (Check here if no holdings reported are in this report, and all holdings are reported by other reporting manager(s).)
- 13F COMBINATION REPORT. (Check here if a portion of the holdings for this reporting manager are reported in this report and a portion are reported by other reporting manager(s).)

List of Other Managers Reporting for this Manager:

Form 13F File Number	Name
None	None

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Form 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers:	6
Form 13F Information Table Entry Total:	----- 3,034 -----
Form 13F Information Table Value Total:	\$ 31,806,166 ----- (thousands)

List of Other Included Managers:

Provide a numbered list of the name(s) and Form 13F file number(s) of all institutional investment managers with respect to which this report is filed, other than the manager filing this report.

No.	Form 13F File Number	Name
1	28-1500	J.J. B. Hilliard, W. L. Lyons, Inc.
2	28-4750	PNC Bancorp, Inc.
3	28-4580	PNC Bank, Delaware
4	28-5284	PNC Bank, National Association
5	28-11439	PNC Equity Securities, LLC
6	28-11135	ADVISORport, Inc.

PAGE	1 OF	228	FORM 13F	NAME OF REPORTING MANAGER-PNC FINANCIAL SERVICES	ITEM 3:	ITEM 4:	ITEM 5:	ITEM 6:	ITEM 1:	ITEM 2:	ITEM 3:	ITEM 4:	ITEM 5:	ITEM 6:
					CUSIP	FAIR MARKET	SHARES OR	INVESTMENT	NAME OF ISSUER	TITLE OF CLASS	NUMBER	VALUE	PRINCIPAL	DISCRETION
							AMOUNT	(A) SOLE						(B) SHARED
								(C) OTH						
				DAIMLERCHRYSLER AG	ORD	D1668R123	697,925	11,365	X	28-				
							391,980	6,383	X	X 28-				
							9,580	156	X	28-				
							1,842	30	X	28-				
							95,186	1,550	X	X 28-				
				DEUTSCHE BANK AG NAMEN	ORD	D18190898	3,464	26	X	28-				
							698,711	5,244	X	28-				
							46,634	350	X	28-				
				ACE LTD	ORD	G0070K103	300,851	4,967	X	28-				
							707,397	11,679	X	X 28-				
							1,724,125	28,465	X	28-				
							211,995	3,500	X	28-				

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AMDOCS LTD	ORD	G02602103	12,245 74,633	316 1,926	X X	28- 28-
ARCH CAP GROUP LTD	ORD	G0450A105	10,142 12,237	150 181	X X	28- 28-
ARIES MARITIME TRNSPRT LTD	SHS	G0474B105	917	100	X	28-
ARLINGTON TANKERS LTD	COM	G04899103	2,337	100	X	28-
ASPEN INSURANCE HOLDINGS LTD	SHS	G05384105	20,693	785	X	28-
ASSURED GUARANTY LTD	COM	G0585R106	359,100	13,500	X	28-
ACCENTURE LTD BERMUDA	CL A	G1150G111	29,175 84,939	790 2,300	X X	28- X 28-
BUNGE LIMITED	COM	G16962105	78,093 389,886 156,622	1,077 5,377 2,160	X X X	28- X 28- 28-
CHINA YUCHAI INTL LTD	COM	G21082105	827	120	X	X 28-
COOPER INDS LTD	CL A	G24182100	239,368 309,180 3,617 9,043 90,430	2,647 3,419 40 100 1,000	X X X X X	28- X 28- 28- 28- X 28-
COLUMN TOTAL			6,773,174		X	X 28-

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FORM 13F

NAME OF REPORTING MANAGER-PNC FINANCIAL SERVICES

ITEM 1: NAME OF ISSUER	ITEM 2: TITLE OF CLASS	ITEM 3: CUSIP NUMBER	ITEM 4: FAIR MARKET VALUE	ITEM 5: SHARES OR PRINCIPAL AMOUNT	ITEM 6: INVESTMENT DISCRETION		I MA
					(B) SHARED (A) SOLE	(C) OTH I	
ASA BERMUDA LIMITED	COM	G3156P103	3,236,005	50,124	X	X	28-
EVEREST RE GROUP LTD	COM	G3223R108	1,668 708,550	17 7,222	X X	X	28- 28-
FOSTER WHEELER LTD	*W EXP 09/24/2	G36535113	10,225	3,108	X		28-
FOSTER WHEELER LTD	SHS NEW	G36535139	66,113 88,224	1,199 1,600	X X	X	28- X 28-
FRONTLINE LTD	SHS	G3682E127	74,848 8,058	2,350 253	X X	X	28- X 28-
GARMIN LTD	ORD	G37260109	2,582,624 1,224,687 22,264	46,400 22,003 400	X X X	X	28- X 28- 28-
GLOBAL CROSSING LTD	SHS NEW	G3921A175	3,437	140	X		28-

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GLOBAL SANTAFE CORP	SHS	G3930E101	2,229,819 1,879,020 2,410	37,935 31,967 41	X X X	28- X 28- 28-
GLOBAL SOURCES LTD	ORD	G39300101	237,487	13,357	X	28-
HELEN OF TROY CORP LTD	COM	G4388N106	4,852 590,634	200 24,346	X X	X 28- 28-
INGERSOLL-RAND COMPANY LTD	CL A	G4776G101	31,110,893 20,951,885 49,421 46,956 615,671 375,100	795,065 535,443 1,263 1,200 15,734 9,586	X X X X X X	28- X 28- 28- 28- 28- X 28-
IPC HLDGS LTD	ORD	G4933P101	84,915	2,700	X	28-
KNIGHTSBRIDGE TANKERS LTD	ORD	G5299G106	9,456	400	X	X 28-
LAZARD LTD	SHS A	G54050102	473	10	X	X 28-
COLUMN TOTAL			66,215,695			

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FORM 13F

NAME OF REPORTING MANAGER-PNC FINANCIAL SERVICES

ITEM 1: NAME OF ISSUER	ITEM 2: TITLE OF CLASS	ITEM 3: CUSIP NUMBER	ITEM 4: FAIR MARKET VALUE	ITEM 5: SHARES OR PRINCIPAL AMOUNT	ITEM 6: INVESTMENT DISCRETION	
					(B) SHARED	(A) SOLE (C) OTH I
MARVELL TECHNOLOGY GROUP LTD	ORD	G5876H105	7,235 22,798 441	377 1,188 23	X X X	28- X 28- 28-
MONTPELIER RE HOLDINGS LTD	SHS	G62185106	80,023 19,652	4,300 1,056	X X	X 28- 28-
NABORS INDUSTRIES LTD	SHS	G6359F103	190,592 137,911 198,811 7,981	6,400 4,631 6,676 268	X X X X	28- X 28- 28- X 28-
NOBLE CORPORATION	SHS	G65422100	133,186 1,271,705 24,977 7,310	1,749 16,700 328 96	X X X X	28- X 28- 28- X 28-
NORDIC AMERICAN TANKER SHIPP	COM	G65773106	36,711 3,415	1,075 100	X X	28- X 28-
ONEBEACON INSURANCE GROUP LT	CL A	G67742109	7,000	250	X	X 28-
ORIENT-EXPRESS HOTELS LTD	CL A	G67743107	5,205	110	X	28-

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PARTNERRE LTD	COM	G6852T105	1,421 1,563 7,103	20 22 100	X X X	28- X 28- 28-
PLATINUM UNDERWRITER HLDGS L	COM	G7127P100	2,321 5,940	75 192	X X	28- 28-
PRUDENTIAL PLC	PER SUB 6.50%	G7293H189	11,423	449	X	28-
PXRE GROUP LTD	COM	G73018106	56,703	12,300	X	X 28-
RENAISSANCERE HOLDINGS LTD	COM	G7496G103	126,960 720 2,100	2,116 12 35	X X X	28- X 28- 28-
SEAGATE TECHNOLOGY	SHS	G7945J104	10,600 7,420 1,166	400 280 44	X X X	28- X 28- 28-
COLUMN TOTAL			2,390,393			

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ITEM 1: NAME OF ISSUER	ITEM 2: TITLE OF CLASS	ITEM 3: CUSIP NUMBER	ITEM 4: FAIR MARKET VALUE	ITEM 5: SHARES OR PRINCIPAL AMOUNT	ITEM 6: INVESTMENT DISCRETION (B) SHARED (A) SOLE (C) OTH I		
SHIP FINANCE INTERNATIONAL L	SHS	G81075106	5,631 285	237 12	X X	28- X 28-	
SINA CORP	ORD	G81477104	459	16	X	28-	
TRANSOCEAN INC	ORD	G90078109	6,609,441 3,216,429 6,067 24,267 552,479 119,879	81,709 39,763 75 300 6,830 1,482	X X X X X X	28- X 28- 28- 28- 28- X 28-	
VISTAPRINT LIMITED	SHS	G93762204	648,956	19,600	X	X 28-	
WEATHERFORD INTERNATIONAL LT	COM	G95089101	99,878 70,374 1,170	2,390 1,684 28	X X X	28- X 28- 28-	
WHITE MTNS INS GROUP LTD	COM	G9618E107	5,794 14,486 1,738	10 25 3	X X X	28- X 28- 28-	
WILLIS GROUP HOLDINGS LTD	SHS	G96655108	1,640,023 902,410 59,684	41,300 22,725 1,503	X X X	28- X 28- 28-	

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XOMA LTD	ORD	G9825R107	20,900	9,500	X	28-
XL CAP LTD	CL A	G98255105	182,643 669,786	2,536 9,300	X X	28- 28-
ALCON INC	COM SHS	H01301102	21,386,072 4,650,303 391,083 53,650	191,340 41,606 3,499 480	X X X X	28- 28- 28- 28-
UBS AG	SHS NEW	H89231338	684,384 990,196 982,595 180,990	11,344 16,413 16,287 3,000	X X X X	28- 28- 28- 28-
ALVARION LTD	SHS	M0861T100	20,160 66,118	3,000 9,839	X X	28- 28-
COLUMN TOTAL			44,258,330			

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				ITEM 3:		ITEM 4:		ITEM 5:		ITEM 6:	
				CUSIP	FAIR MARKET	SHARES OR	INVESTMENT				
ITEM 1:	ITEM 2:	ITEM 3:	ITEM 4:	ITEM 5:	ITEM 6:	ITEM 7:	ITEM 8:	ITEM 9:	ITEM 10:	ITEM 11:	ITEM 12:
NAME OF ISSUER	TITLE OF CLASS	NUMBER	VALUE	AMOUNT	(A) SOLE	(B) SHARED	(C) OTH	(D) MA	(E) I	(F) I	(G) I
CHECK POINT SOFTWARE TECH LT	ORD	M22465104	237,503 250,436 50,000	10,835 11,425 2,281	X	X	X	28-	28-	28-	
SYNERON MEDICAL LTD	ORD SHS	M87245102	47,016	1,733	X			28-			
ASML HLDG NV	N Y SHS	N07059111	517 1,182	21 48	X	X		28-	28-		
CORE LABORATORIES N V	COM	N22717107	2,673 1,362,015	33 16,815	X	X		28-	28-		
ORTHOFIX INTL N V	COM	N6748L102	537,200	10,744	X			28-			
QIAGEN N V	ORD	N72482107	2,194 9,759 63,243	145 645 4,180	X	X		28-	28-	28-	
STEINER LEISURE LTD	ORD	P8744Y102	765,174	16,817	X			28-			
ROYAL CARIBBEAN CRUISES LTD	COM	V7780T103	28,552 310,598	690 7,506	X	X		28-	28-		
DRYSHIPS INC	SHS	Y2109Q101	23,413	1,300	X			28-	X	28-	
DOUBLE HULL TANKERS INC	COM	Y21110104	242,850	15,000	X			28-	X	28-	
EAGLE BULK SHIPPING INC	COM	Y2187A101	69,360	4,000	X			28-			

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			199,410	11,500	X	X 28-
FLEXTRONICS INTL LTD	ORD	Y2573F102	2,360,747	205,640	X	28-
			1,488,084	129,624	X	X 28-
			333	29	X	28-
			71,176	6,200	X	28-
			17,851	1,555	X	28-
			1,148	100	X	X 28-
GENERAL MARITIME CORP	SHS	Y2692M103	8,094	230	X	X 28-
			3,519	100	X	X 28-
OMI CORP NEW	COM	Y6476W104	4,234	200	X	X 28-
			17,402	822	X	28-
COLUMN TOTAL			8,175,683			

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ITEM 1:	ITEM 2:	ITEM 3:	ITEM 4:	ITEM 5:	ITEM 6:		
NAME OF ISSUER	TITLE OF CLASS	CUSIP NUMBER	FAIR MARKET VALUE	SHARES OR PRINCIPAL AMOUNT	INVESTMENT DISCRETION (B) SHARED (A) SOLE (C) OTH I		
SEASPAN CORP	SHS	Y75638109	2,312	100	X	28-	
			277,440	12,000	X	X 28-	
TEEKAY LNG PARTNERS L P	PRTNRSP UNITS	Y8564M105	3,331	100	X	28-	
TEEKAY SHIPPING MARSHALL ISL	COM	Y8564W103	4,362	100	X	X 28-	
VERIGY LTD	SHS	Y93691106	97,359	5,485	X	28-	
			128,350	7,231	X	X 28-	
			107	6	X	28-	
			1,385	78	X	28-	
			1,314	74	X	X 28-	
AAR CORP	COM	000361105	5,955	204	X	28-	
ABB LTD	SPONSORED ADR	000375204	111,476	6,200	X	28-	
			17,980	1,000	X	X 28-	
ACCO BRANDS CORP	COM	00081T108	268,062	10,127	X	28-	
			353,533	13,356	X	X 28-	
			6,459	244	X	28-	
			609	23	X	28-	
			2,118	80	X	X 28-	
A C MOORE ARTS & CRAFTS INC	COM	00086T103	13,002	600	X	X 28-	
A D C TELECOMMUNICATIONS	COM NEW	000886309	19,354	1,332	X	28-	
			10,374	714	X	X 28-	
ACM INCOME FUND INC	COM	000912105	58,274	7,159	X	28-	
			32,243	3,961	X	X 28-	

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			2,418	297	X	28-
			251,884	30,944	X	28-
ACM GOVT OPPORTUNITY FD INC	COM	000918102	1,958	233	X	28-
ABN AMRO HLDG NV	SPONSORED ADR	000937102	2,564	80	X	28-
			6,634	207	X	X 28-
			4,519	141	X	28-
			2,949	92	X	28-
ACM MUN SECS INCOME FD INC	COM	000942102	22,407	2,100	X	X 28-
COLUMN TOTAL			1,710,732			

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NAME OF REPORTING MANAGER-PNC FINANCIAL SERVICES

ITEM 1: NAME OF ISSUER	ITEM 2: TITLE OF CLASS	ITEM 3: CUSIP NUMBER	ITEM 4: FAIR MARKET VALUE	ITEM 5: SHARES OR PRINCIPAL AMOUNT	ITEM 6: INVESTMENT DISCRETION		I MA
					(B) SHARED (A) SOLE	(C) OTH I	
ABM INDS INC	COM	000957100	18,622	820	X		28-
AFLAC INC	COM	001055102	1,221,300	26,550	X		28-
			2,829,828	61,518	X	X	28-
			444,452	9,662	X		28-
			2,851,678	61,993	X		28-
AGCO CORP	COM	001084102	62,654	2,025	X		28-
			3,589	116	X		28-
AGL RES INC	COM	001204106	34,669	891	X	X	28-
			46,692	1,200	X	X	28-
AES CORP	COM	00130H105	590,099	26,774	X		28-
			134,113	6,085	X	X	28-
AK STL HLDG CORP	COM	001547108	50,700	3,000	X		28-
			4,208	249	X		28-
AMB PROPERTY CORP	COM	00163T109	1,407	24	X	X	28-
			1,231	21	X	X	28-
AMR CORP	COM	001765106	50,817	1,681	X		28-
			7,013	232	X	X	28-
			8,555	283	X		28-
A S V INC	COM	001963107	4,653	286	X		28-
AT&T INC	COM	00206R102	79,421,449	2,221,579	X		28-
			58,174,402	1,627,256	X	X	28-
			2,475,223	69,237	X		28-
			918,739	25,699	X		28-
			2,048,046	57,288	X		28-
			2,072,785	57,980	X	X	28-

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AVI BIOPHARMA INC	COM	002346104	318	100	X	28-
AVX CORP NEW	COM	002444107	22,925	1,550	X	X 28-
AARON RENTS INC	COM	002535201	1,151	40	X	28-
			7,195	250	X	X 28-
			70,540	2,451	X	28-
COLUMN TOTAL			153,579,053			

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				ITEM 6:		
ITEM 1:	ITEM 2:	ITEM 3:	ITEM 4:	ITEM 5:	INVESTMENT	
NAME OF ISSUER	TITLE OF CLASS	CUSIP NUMBER	FAIR MARKET VALUE	SHARES OR PRINCIPAL AMOUNT	DISCRETION (B) SHARED (A) SOLE	(C) OTH I
ABAXIS INC	COM	002567105	385	20	X	28-
ABBOTT LABS	COM	002824100	79,943,680	1,641,217	X	28-
			104,856,556	2,152,670	X	X 28-
			1,920,343	39,424	X	28-
			2,641,543	54,230	X	28-
			1,529,786	31,406	X	28-
			2,131,793	43,765	X	X 28-
ABER DIAMOND CORP	COM	002893105	25,683	700	X	28-
ABERCROMBIE & FITCH CO	CL A	002896207	9,737,616	139,848	X	28-
			2,889,297	41,495	X	X 28-
			9,052	130	X	28-
			320,855	4,608	X	28-
			79,796	1,146	X	X 28-
ABERDEEN ASIA PACIFIC INCOM	COM	003009107	15,550	2,500	X	28-
			3,110	500	X	X 28-
			14,306	2,300	X	28-
ABERDEEN AUSTRALIA EQTY FD I	COM	003011103	13,960	1,000	X	28-
			1,480	106	X	X 28-
ABERDEEN GLOBAL INCOME FD IN	COM	003013109	53,520	4,000	X	28-
ABIOMED INC	COM	003654100	332,760	23,600	X	X 28-
			9,870	700	X	28-
ABRAXIS BIOSCIENCE INC	COM	00383E106	12,303	450	X	X 28-
ABITIBI-CONSOLIDATED INC	COM	003924107	256	100	X	28-
ACAMBIS PLC	SPONSORED ADR	004286100	7,900	2,000	X	28-
ACCESS INTEGRATED TECHNLS I	CL A	004329108	34,880	4,000	X	28-

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ACCREDITED HOME LENDRS HLDG	COM	00437P107	684	25	X	28-
ACERGY S A	SPONSORED ADR	00443E104	995,976	52,200	X	X 28-
ACME UTD CORP	COM	004816104	360,250	25,000	X	X 28-
COLUMN TOTAL			207,943,190			

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				ITEM 6:			
				ITEM 3:	ITEM 4:	ITEM 5:	INVESTMENT
ITEM 1:	ITEM 2:	ITEM 3:	ITEM 4:	ITEM 5:	ITEM 6:	ITEM 6:	ITEM 6:
NAME OF ISSUER	TITLE OF CLASS	CUSIP NUMBER	FAIR MARKET VALUE	SHARES OR PRINCIPAL AMOUNT	(B) SHARED	(A) SOLE	(C) OTH I
ACTIVISION INC NEW	COM NEW	004930202	4,138 2,172 172	240 126 10	X X X	28- X 28- 28-	
ACTIVE POWER INC	COM	00504W100	13,331	5,088	X	28-	
ACUITY BRANDS INC	COM	00508Y102	698,897	13,430	X	X 28-	
ADAMS EXPRESS CO	COM	006212104	24,966 27,268	1,800 1,966	X X	28- X 28-	
ADAMS RESPIRATORY THERAPEUTI	COM	00635P107	40,810	1,000	X	X 28-	
ADAPTEC INC	COM	00651F108	4,660	1,000	X	X 28-	
ADECCO SA	SPONSORED ADR	006754105	1,833	107	X	28-	
ADESA INC	COM	00686U104	13,875 76,313	500 2,750	X X	28- X 28-	
ADMINISTAFF INC	COM	007094105	1,069 13,900	25 325	X X	28- X 28-	
ADOBE SYS INC	COM	00724F101	457,337 457,008 2,796	11,122 11,114 68	X X X	28- X 28- 28-	
ADVANCE AUTO PARTS INC	COM	00751Y106	8,961 18,029	252 507	X X	28- 28-	
ADVANTAGE ENERGY INCOME FD	TR UNIT	00762L101	67,978 8,010	6,365 750	X X	28- X 28-	
ADVANTEST CORP	SPON ADR NEW	00762U200	138,047	2,405	X	28-	
ADVISORY BRD CO	COM	00762W107	803 1,231	15 23	X X	28- 28-	
ADVANCED MEDICAL OPTICS INC	NOTE 2.500% 7	00763MAG3	2,418,750	25,000	X	28-	
COLUMN TOTAL			4,502,354				

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ITEM 1: NAME OF ISSUER	ITEM 2: TITLE OF CLASS	ITEM 3: CUSIP NUMBER	ITEM 4: FAIR MARKET VALUE	ITEM 5: SHARES OR PRINCIPAL AMOUNT	ITEM 6: INVESTMENT DISCRETION (B) SHARED (A) SOLE (C) OTH I	
ADVANCED MEDICAL OPTICS INC	COM	00763M108	200,042 149,811 17,987 11,827	5,683 4,256 511 336	X X X X	28- 28- 28- 28-
ADVENT CLAYMORE CV SECS & IN	COM	00764C109	37,839	1,338	X	28-
AEROFLEX INC	COM	007768104	6,165	526	X	28-
AEROPOSTALE	COM	007865108	2,161	70	X	X 28-
ADVANCED MICRO DEVICES INC	COM	007903107	292,246 41,127 95,767	14,361 2,021 4,706	X X X	28- 28- 28-
AEGON N V	ORD AMER REG	007924103	5,282,900 1,319,375 6,860 152,642	278,781 69,624 362 8,055	X X X X	28- 28- 28- 28-
ADVANTA CORP	CL B	007942204	33,639	771	X	28-
ADVANCED ENERGY INDS	COM	007973100	16,606	880	X	28-
ADVENT SOFTWARE INC	COM	007974108	14,963	424	X	X 28-
AES TR III	PFD CV 6.75%	00808N202	36,938 36,938 4,925	750 750 100	X X X	28- 28- 28-
AETNA INC NEW	COM	00817Y108	430,764 2,770,472 4,404	9,976 64,161 102	X X X	28- 28- 28-
AFFILIATED COMPUTER SERVICES	CL A	008190100	43,809 102,564 810,597	897 2,100 16,597	X X X	28- 28- 28-
AFFILIATED MANAGERS GROUP	COM	008252108	7,254 10,513 840,199	69 100 7,992	X X X	28- 28- 28-
AFFYMETRIX INC	COM	00826T108	8,302	360	X	28-
COLUMN TOTAL			12,789,636			

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PAGE	11 OF	228	FORM 13F	NAME OF REPORTING MANAGER-PNC FINANCIAL SERVICES					
				ITEM 3:		ITEM 4:	ITEM 5:	ITEM 6:	
				CUSIP	FAIR MARKET	SHARES OR	INVESTMENT		
ITEM 1:	ITEM 2:	ITEM 3:	ITEM 4:	ITEM 5:	ITEM 6:	ITEM 7:	ITEM 8:	ITEM 9:	ITEM 10:
NAME OF ISSUER	TITLE OF CLASS	NUMBER	VALUE	AMOUNT	(A) SOLE	(B) SHARED	(C) OTH	MA	I
AFFORDABLE RESIDENTIAL CMTYS	COM	008273104	46,600	4,000	X			28-	
AGERE SYS INC	COM	00845V308	8,377 21,988 153	437 1,147 8	X	X		28- 28- 28-	
AGILENT TECHNOLOGIES INC	COM	00846U101	1,759,786 3,277,364 1,986 22,339 47,745	50,496 94,042 57 641 1,370	X	X		28- 28- 28- 28- 28-	
AGILYSYS INC	COM	00847J105	83,700 737	5,000 44	X	X		28- 28-	
AGNICO EAGLE MINES LTD	COM	008474108	20,620 37,528	500 910	X	X		28- 28-	
AGRIUM INC	COM	008916108	29,853 724	948 23	X	X		28- 28-	
AIR PRODS & CHEMS INC	COM	009158106	19,663,079 14,152,213 6,958 196,784 3,725	279,782 201,369 99 2,800 53	X	X		28- 28- 28- 28- 28-	
AIRGAS INC	COM	009363102	71,639 144,900 405	1,768 3,576 10	X	X		28- 28- 28-	
AIRTRAN HLDGS INC	COM	00949P108	6,927	590	X	X		28-	
AKAMAI TECHNOLOGIES INC	COM	00971T101	62,310 1,314,189	1,173 24,740	X	X		28- 28-	
AKZO NOBEL NV	SPONSORED ADR	010199305	228,871 5,783 1,826	3,760 95 30	X	X		28- 28- 28-	
ALABAMA NATL BANCORP DELA	COM	010317105	254,301	3,700	X			28-	
ALASKA AIR GROUP INC	COM	011659109	11,850	300	X			28-	
COLUMN TOTAL			41,485,260						

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PAGE	12 OF	228	FORM 13F	NAME OF REPORTING MANAGER-PNC FINANCIAL SERVICES					
				ITEM 6:					
				ITEM 3:	ITEM 4:	ITEM 5:	INVESTMENT		
ITEM 1:	ITEM 2:	ITEM 3:	ITEM 4:	ITEM 5:	ITEM 6:	ITEM 7:	ITEM 8:	ITEM 9:	ITEM 10:
NAME OF ISSUER	TITLE OF CLASS	CUSIP NUMBER	FAIR MARKET VALUE	SHARES OR PRINCIPAL AMOUNT	(B) SHARED	(A) SOLE	(C) OTH	I	MA
ALASKA COMMUNICATIONS SYS GR	COM	01167P101	7,595	500	X	X	28-		
ALBEMARLE CORP	COM	012653101	454,279 36,259	6,327 505	X	X	28-		
ALBERTO CULVER CO NEW	COM	013078100	71,557 493	3,336 23	X	X	28-		
ALCAN INC	COM	013716105	25,930 24,419 87,732	532 501 1,800	X	X	28-		
ALCOA INC	COM	013817101	9,855,764 11,294,654 23,828 1,080,360 71,544 135,315	328,416 376,363 794 36,000 2,384 4,509	X	X	28-		
ALCATEL-LUCENT	SPONSORED ADR	013904305	212,504 545,437 123,387 8,973 456,874 18,642 4,437	14,944 38,357 8,677 631 32,129 1,311 312	X	X	28-		
ALEXANDER & BALDWIN INC	COM	014482103	101,982 587,283 25,939	2,300 13,245 585	X	X	28-		
ALESCO FINL INC	COM	014485106	21,400	2,000	X		28-		
ALEXION PHARMACEUTICALS INC	COM	015351109	8,078	200	X	X	28-		
ALIGN TECHNOLOGY INC	COM	016255101	111,103	7,953	X		28-		
ALKERMES INC	COM	01642T108	789 83,255	59 6,227	X		28-		
ALLEGHANY CORP DEL	COM	017175100	54,429,102	149,695	X	X	28-		
COLUMN TOTAL			79,908,914						

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PAGE	13 OF	228	FORM 13F	NAME OF REPORTING MANAGER-PNC FINANCIAL SERVICES	ITEM 6:		
ITEM 1:	ITEM 2:	ITEM 3:	ITEM 4:	ITEM 5:	INVESTMENT		
NAME OF ISSUER	TITLE OF CLASS	CUSIP NUMBER	FAIR MARKET VALUE	SHARES OR PRINCIPAL AMOUNT	(B) SHARED (A) SOLE	(C) OTHER	
ALLEGHENY ENERGY INC	COM	017361106	278,123	6,058	X	28-	
			273,899	5,966	X	X 28-	
			58,765	1,280	X	28-	
			9,182	200	X	X 28-	
ALLEGHENY TECHNOLOGIES INC	COM	01741R102	14,077,617	155,245	X	28-	
			2,782,153	30,681	X	X 28-	
			150,710	1,662	X	28-	
			24,846	274	X	X 28-	
ALLERGAN INC	COM	018490102	46,575,028	388,968	X	28-	
			26,399,916	220,477	X	X 28-	
			62,744	524	X	28-	
			921,399	7,695	X	28-	
			804,773	6,721	X	X 28-	
ALLETE INC	COM NEW	018522300	9,773	210	X	28-	
			233,584	5,019	X	X 28-	
			2,048	44	X	28-	
ALLIANCE DATA SYSTEMS CORP	COM	018581108	4,998	80	X	28-	
			6,247	100	X	X 28-	
ALLIANCE HOLDINGS GP LP	COM UNITS LP	01861G100	2,964	150	X	28-	
ALLIANCE RES PARTNER L P	UT LTD PART	01877R108	103,560	3,000	X	28-	
			13,808	400	X	X 28-	
ALLIANCE WORLD DLR GV FD II	COM	01879R106	24,044	1,755	X	28-	
			75,350	5,500	X	X 28-	
ALLIANCE WORLD DLR GV FD INC	COM	018796102	53,993	4,078	X	X 28-	
ALLIANT ENERGY CORP	COM	018802108	11,331	300	X	28-	
			26,854	711	X	X 28-	
			112,064	2,967	X	28-	
			3,890	103	X	28-	
ALLIANT TECHSYSTEMS INC	COM	018804104	57,861	740	X	28-	
			54,029	691	X	X 28-	
		COLUMN TOTAL	93,215,553				

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ITEM 3:	ITEM 4:	ITEM 5:	INVESTMENT				
CUSIP NUMBER	FAIR MARKET VALUE	SHARES OR PRINCIPAL AMOUNT	(B) SHARED (A) SOLE	(C) OTHER			

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ITEM 1: NAME OF ISSUER	ITEM 2: TITLE OF CLASS	CUSIP NUMBER	FAIR MARKET VALUE	PRINCIPAL AMOUNT	(B) SHARED (A) SOLE	(C) OTH I	MA
ALLIANZ SE	SP ADR 1/10 SH	018805101	72,307	3,541	X		28-
			20,420	1,000	X	X	28-
			924,291	45,264	X		28-
ALLIANCEBERNSTEIN HOLDING LP	UNIT LTD PARTN	01881G106	508,691	6,327	X		28-
			1,701,425	21,162	X	X	28-
			23,557	293	X		28-
ALLIED CAP CORP NEW	COM	01903Q108	222,224	6,800	X		28-
			1,047,492	32,053	X	X	28-
ALLIED IRISH BKS P L C	SPON ADR ORD	019228402	2,487,300	40,923	X		28-
			649,981	10,694	X	X	28-
			194,131	3,194	X		28-
			110,133	1,812	X		28-
ALLIED WASTE INDS INC	COM PAR\$.01NEW	019589308	57,505	4,679	X		28-
			369	30	X	X	28-
ALLIS CHALMERS ENERGY INC	COM PAR \$.01NW	019645506	9,216	400	X	X	28-
ALLOS THERAPEUTICS INC	COM	019777101	29,250	5,000	X		28-
ALLSCRIPTS HEALTHCARE SOLUTI	COM	01988P108	8,394	311	X		28-
ALLSTATE CORP	COM	020002101	21,813,413	335,024	X		28-
			36,055,379	553,761	X	X	28-
			1,834,474	28,175	X		28-
			435,781	6,693	X		28-
			326,982	5,022	X	X	28-
ALLTEL CORP	COM	020039103	46,148,901	763,044	X		28-
			26,854,934	444,030	X	X	28-
			8,770	145	X		28-
			18,265	302	X		28-
			764,286	12,637	X		28-
			218,998	3,621	X	X	28-
ALLTEL CORP	PFD C CV \$2.06	020039509	20,500	50	X	X	28-
ALMADEN MINERALS LTD	COM	020283107	3,375	1,500	X		28-
COLUMN TOTAL			142,570,744				

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NAME OF REPORTING MANAGER-PNC FINANCIAL SERVICES

ITEM 1: NAME OF ISSUER	ITEM 2: TITLE OF CLASS	ITEM 3: CUSIP NUMBER	ITEM 4: FAIR MARKET VALUE	ITEM 5: SHARES OR PRINCIPAL AMOUNT	ITEM 6: INVESTMENT DISCRETION (B) SHARED (A) SOLE	(C) OTH I	MA
ALMOST FAMILY INC	COM	020409108	5,144,116	117,400	X	X	28-

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			44,912	1,025	X	28-
ALPHA NATURAL RESOURCES INC	COM	02076X102	8,538	600	X	X 28-
ALPHARMA INC	CL A	020813101	52,586	2,182	X	28-
ALPINE GLOBAL DYNAMIC DIVD F	COM	02082E106	23,000	1,000	X	X 28-
ALTAIR NANOTECHNOLOGIES INC	COM	021373105	2,630	1,000	X	28-
			57,763	21,963	X	28-
			3,945	1,500	X	X 28-
ALTANA AKTIENGESELLSCHAFT	SPONSORED ADR	02143N103	79,422	1,281	X	28-
ALTERA CORP	COM	021441100	1,275,264	64,800	X	28-
			573,672	29,150	X	X 28-
ALTRIA GROUP INC	COM	02209S103	85,367,900	994,732	X	28-
			347,531,437	4,049,539	X	X 28-
			231,457	2,697	X	28-
			4,237,963	49,382	X	28-
			5,284,367	61,575	X	28-
			2,135,373	24,882	X	X 28-
ALTUS PHARMACEUTICALS INC	COM	02216N105	37,700	2,000	X	28-
ALUMINA LTD	SPONSORED ADR	022205108	1,095	55	X	28-
AMAZON COM INC	COM	023135106	42,420	1,075	X	28-
			33,659	853	X	X 28-
			11,838	300	X	X 28-
AMBAC FINL GROUP INC	COM	023139108	228,910	2,570	X	28-
			3,385	38	X	X 28-
			311,300	3,495	X	28-
AMCOR LTD	ADR NEW	02341R302	1,915	84	X	28-
			2,987	131	X	X 28-
AMCOL INTL CORP	COM	02341W103	1,359	49	X	28-
COLUMN TOTAL			452,730,913			

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FORM 13F

NAME OF REPORTING MANAGER-PNC FINANCIAL SERVICES

ITEM 1: NAME OF ISSUER	ITEM 2: TITLE OF CLASS	ITEM 3: CUSIP NUMBER	ITEM 4: FAIR MARKET VALUE	ITEM 5: SHARES OR PRINCIPAL AMOUNT	ITEM 6: INVESTMENT DISCRETION	
					(B) SHARED (A) SOLE	(C) OTH I
AMEDISYS INC	COM	023436108	2,104	64	X	28-
			4,405	134	X	X 28-
AMEREN CORP	COM	023608102	350,535	6,524	X	28-
			628,157	11,691	X	X 28-

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			14,238	265	X	28-
			69,580	1,295	X	X 28-
AMERICA MOVIL S A DE C V	SPON ADR L SHS	02364W105	639,637	14,145	X	28-
			792,707	17,530	X	X 28-
			54,264	1,200	X	X 28-
AMERICA MOVIL S A DE C V	SPON ADR A SHS	02364W204	141,952	3,144	X	28-
AMERICAN AXLE & MFG HLDGS IN	COM	024061103	1,006	53	X	28-
AMERICAN BANCORP N J INC	COM	02407E104	359,520	30,000	X	X 28-
AMERICAN CAMPUS CMNTYS INC	COM	024835100	28,470	1,000	X	28-
AMERICAN CAPITAL STRATEGIES	COM	024937104	754,038	16,300	X	28-
			212,611	4,596	X	X 28-
			265,024	5,729	X	28-
			208,540	4,508	X	28-
AMERICAN COMMERCIAL LINES	COM NEW	025195207	2,686	41	X	28-
AMERICAN EAGLE OUTFITTERS NE	COM	02553E106	93,630	3,000	X	28-
			813,457	26,064	X	X 28-
			12,141	389	X	28-
AMERICAN ELEC PWR INC	COM	025537101	1,482,380	34,814	X	28-
			1,111,381	26,101	X	X 28-
			2,640	62	X	28-
			59,612	1,400	X	28-
			72,812	1,710	X	28-
			149,967	3,522	X	X 28-
COLUMN TOTAL			8,327,494			

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ITEM 1:	ITEM 2:	ITEM 3:	ITEM 4:	ITEM 5:	ITEM 6:		
NAME OF ISSUER	TITLE OF CLASS	CUSIP NUMBER	FAIR MARKET VALUE	SHARES OR PRINCIPAL AMOUNT	DISCRETION (B) SHARED (A) SOLE (C) OTH I		
AMERICAN EXPRESS CO	COM	025816109	71,875,264	1,184,692	X	28-	
			36,039,072	594,018	X	X 28-	
			1,456	24	X	28-	
			67,526	1,113	X	28-	
			4,726,193	77,900	X	28-	
			777,365	12,813	X	28-	
			953,732	15,720	X	X 28-	
AMERICAN FINL GROUP INC OHIO	COM	025932104	10,773	300	X	28-	
			8,080	225	X	X 28-	
AMERICAN FINL RLTY TR	COM	02607P305	5,720	500	X	28-	
			45,760	4,000	X	28-	

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AMERICAN GREETINGS CORP	CL A	026375105	19,860 4,774 2,745	832 200 115	X X X	28- X 28- 28-
AMERICAN HOME MTG INVT CORP	COM	02660R107	29,501 1,092,794 3,512	840 31,116 100	X X X	X 28- 28- 28-
AMERICAN INTL GROUP INC	COM	026874107	154,417,268 84,870,449 1,536,892 4,869,010 1,013,057 2,492,335	2,154,860 1,184,349 21,447 67,946 14,137 34,780	X X X X X X	28- X 28- 28- 28- 28- X 28-
AMERICAN ISRAELI PAPER MLS L	ORD IS 10	027069509	1,737 76,822	38 1,681	X X	28- X 28-
AMERICAN LD LEASE INC	COM	027118108	1,617	61	X	X 28-
AMERICAN MED SYS HLDGS INC	COM	02744M108	9,223	498	X	28-
AMERICAN NATL INS CO	COM	028591105	22,822	200	X	X 28-
AMERICAN PWR CONVERSION CORP	COM	029066107	30,590 4,589	1,000 150	X X	X 28- 28-
AMERICAN RAILCAR INDS INC COLUMN TOTAL	COM	02916P103	51,060 365,061,598	1,500	X	X 28-

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NAME OF REPORTING MANAGER-PNC FINANCIAL SERVICES

ITEM 1: NAME OF ISSUER	ITEM 2: TITLE OF CLASS	ITEM 3: CUSIP NUMBER	ITEM 4: FAIR MARKET VALUE	ITEM 5: SHARES OR PRINCIPAL AMOUNT	ITEM 6: INVESTMENT DISCRETION	
					(B) SHARED (A) SOLE	(C) OTH I
AMERICAN REAL ESTATE PARTNR	DEPOSITRY UNIT	029169109	1,886	22	X	X 28-
AMERICAN REPROGRAPHICS CO	COM	029263100	17,255	518	X	28-
AMERICAN SCIENCE & ENGR INC	COM	029429107	746,851	12,550	X	X 28-
AMERICAN STD COS INC DEL	COM	029712106	572,300 244,656	12,482 5,336	X X	28- X 28-
AMERICAN STS WTR CO	COM	029899101	3,862 19,310	100 500	X X	28- 28-
AMERICAN TOWER CORP	NOTE 3.000% 8	029912AR3	9,506,250	50,000	X	28-
AMERICAN TOWER CORP	CL A	029912201	117,320 31,017	3,147 832	X X	28- X 28-

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			12,936	347	X	28-
			246,048	6,600	X	28-
AMERICAN TECHNOLOGY CORP	COM NEW	030145205	1,960	500	X	X 28-
AMERICAN WOODMARK CORP	COM	030506109	1,256	30	X	28-
AMERICREDIT CORP	COM	03060R101	2,869	114	X	X 28-
AMERICASBANK CORP	COM NEW	03061G302	445,250	68,500	X	X 28-
AMERICAS CAR MART INC	COM	03062T105	2,929	247	X	28-
AMERISTAR CASINOS INC	COM	03070Q101	58,406	1,900	X	28-
AMERISOURCEBERGEN CORP	COM	03073E105	92,708	2,062	X	28-
			100,800	2,242	X	X 28-
			54,671	1,216	X	28-
AMERIGROUP CORP	COM	03073T102	1,974	55	X	28-
			1,436	40	X	X 28-
			3,481	97	X	28-
AMERITYRE CORP	COM	03073V107	22,910	5,800	X	28-
			39,500	10,000	X	X 28-
COLUMN TOTAL			12,349,841			

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ITEM 1:	ITEM 2:	ITEM 3:	ITEM 4:	ITEM 5:	INVESTMENT	
NAME OF ISSUER	TITLE OF CLASS	CUSIP NUMBER	FAIR MARKET VALUE	SHARES OR PRINCIPAL AMOUNT	DISCRETION (B) SHARED (A) SOLE (C) OTH I	
AMERISERV FINL INC	COM	03074A102	3,451	700	X	28-
			16,299	3,306	X	X 28-
AMERIPRISE FINL INC	COM	03076C106	1,220,310	22,391	X	28-
			1,699,746	31,188	X	X 28-
			4,687	86	X	28-
			5,232	96	X	28-
			860,010	15,780	X	28-
			4,905	90	X	28-
AMERIGAS PARTNERS L P	UNIT L P INT	030975106	61,156	1,880	X	28-
			113,855	3,500	X	X 28-
AMETEK INC NEW	COM	031100100	93,132	2,925	X	28-
			319,992	10,050	X	X 28-
			9,456	297	X	28-
			47,760	1,500	X	X 28-
AMGEN INC	COM	031162100	32,723,359	479,042	X	28-
			29,785,346	436,032	X	X 28-

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			555,360	8,130	X	28-
			384,517	5,629	X	28-
			388,684	5,690	X	28-
			864,395	12,654	X	X 28-
AMPAL AMERN ISRAEL CORP	CL A	032015109	8,957	1,870	X	28-
			46,501	9,708	X	X 28-
AMPCO-PITTSBURGH CORP	COM	032037103	20,088	600	X	X 28-
AMPHENOL CORP NEW	CL A	032095101	3,399,315	54,757	X	28-
			2,030,575	32,709	X	X 28-
			31,226	503	X	28-
AMREIT	CL A	032158107	36,652	4,400	X	28-
AMSURG CORP	COM	03232P405	22,425	975	X	28-
			2,369	103	X	28-
AMYLIN PHARMACEUTICALS INC	COM	032346108	4,509	125	X	28-
			3,607	100	X	28-
COLUMN TOTAL			74,767,876			

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NAME OF REPORTING MANAGER-PNC FINANCIAL SERVICES

ITEM 1: NAME OF ISSUER	ITEM 2: TITLE OF CLASS	ITEM 3: CUSIP NUMBER	ITEM 4: FAIR MARKET VALUE	ITEM 5: SHARES OR PRINCIPAL AMOUNT	ITEM 6: INVESTMENT DISCRETION	
					(B) SHARED (A) SOLE	(C) OTH I MA
ANADARKO PETE CORP	COM	032511107	7,067,561	162,398	X	28-
			4,516,723	103,785	X	X 28-
			30,464	700	X	28-
			24,806	570	X	X 28-
ANADYS PHARMACEUTICALS INC	COM	03252Q408	492	100	X	X 28-
ANALOG DEVICES INC	COM	032654105	475,432	14,464	X	28-
			741,876	22,570	X	X 28-
			1,249	38	X	28-
			6,574	200	X	28-
ANDREW CORP	COM	034425108	10,230	1,000	X	X 28-
			10,230	1,000	X	28-
ANGLO AMERN PLC	ADR	03485P102	80,480	3,297	X	28-
			1,497,968	61,367	X	X 28-
			2,978	122	X	28-
ANGLOGOLD ASHANTI LTD	SPONSORED ADR	035128206	32,963	700	X	X 28-
			1,319	28	X	28-
ANHEUSER BUSCH COS INC	COM	035229103	27,485,088	558,640	X	28-
			22,496,946	457,255	X	X 28-

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			90,233	1,834	X	28-
			535,542	10,885	X	28-
			255,643	5,196	X	28-
			450,180	9,150	X	X 28-
ANIXTER INTL INC	COM	035290105	13,575	250	X	28-
			13,901	256	X	X 28-
ANNALY CAP MGMT INC	COM	035710409	22,687	1,631	X	28-
			6,955	500	X	X 28-
ANN TAYLOR STORES CORP	COM	036115103	1,018	31	X	28-
			1,905	58	X	X 28-
ANSOFT CORP	COM	036384105	1,529	55	X	28-
			1,200,960	43,200	X	X 28-
COLUMN TOTAL			67,077,507			

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NAME OF REPORTING MANAGER-PNC FINANCIAL SERVICES

ITEM 1: NAME OF ISSUER	ITEM 2: TITLE OF CLASS	ITEM 3: CUSIP NUMBER	ITEM 4: FAIR MARKET VALUE	ITEM 5: SHARES OR PRINCIPAL AMOUNT	ITEM 6: INVESTMENT DISCRETION	
					(B) SHARED	(A) SOLE (C) OTH I
ANSYS INC	COM	03662Q105	44,229	1,017	X	28-
			58,712	1,350	X	X 28-
			28,312	651	X	28-
ANTHRACITE CAP INC	COM	037023108	38,190	3,000	X	28-
			12,730	1,000	X	28-
ANWORTH MORTGAGE ASSET CP	COM	037347101	142,650	15,000	X	28-
AON CORP	DBCV	3.500%11 037389AT0	4,128,130	25,000	X	28-
AON CORP	COM	037389103	597,564	16,909	X	28-
			1,280,898	36,245	X	X 28-
			1,612,741	45,635	X	28-
			978,918	27,700	X	28-
APACHE CORP	COM	037411105	2,101,383	31,595	X	28-
			5,767,149	86,711	X	X 28-
			25,606	385	X	28-
			124,906	1,878	X	28-
			22,281	335	X	X 28-
APARTMENT INVT & MGMT CO	CL A	03748R101	164,363	2,934	X	X 28-
			108,063	1,929	X	28-
APOGEE ENTERPRISES INC	COM	037598109	19,310	1,000	X	X 28-
APOLLO GROUP INC	CL A	037604105	19,290	495	X	28-
			10,795	277	X	X 28-

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			109,116	2,800	X	28-
APOLLO INVT CORP	COM	03761U106	6,944	310	X	X 28-
			2,330	104	X	28-
APPLE COMPUTER INC	COM	037833100	31,896,022	375,955	X	28-
			13,011,062	153,360	X	X 28-
			70,672	833	X	28-
			53,958	636	X	28-
			313,908	3,700	X	28-
			530,080	6,248	X	28-
			211,421	2,492	X	X 28-
APPLEBEES INTL INC	COM	037899101	31,454	1,275	X	28-
COLUMN TOTAL			63,523,187			

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FORM 13F

NAME OF REPORTING MANAGER-PNC FINANCIAL SERVICES

ITEM 1: NAME OF ISSUER	ITEM 2: TITLE OF CLASS	ITEM 3: CUSIP NUMBER	ITEM 4: FAIR MARKET VALUE	ITEM 5: SHARES OR PRINCIPAL AMOUNT	ITEM 6: INVESTMENT DISCRETION	
					(B) SHARED	(A) SOLE (C) OTH I
APRIA HEALTHCARE GROUP INC	COM	037933108	5,330	200	X	X 28-
			32,966	1,237	X	28-
APPLERA CORP	COM AP BIO GRP	038020103	405,425	11,050	X	28-
			402,893	10,981	X	X 28-
			63,510	1,731	X	X 28-
APPLERA CORP	COM CELERA GRP	038020202	34,975	2,500	X	28-
			5,596	400	X	X 28-
			4,729	338	X	X 28-
APPLIED INDL TECHNOLOGIES IN	COM	03820C105	95,426	3,627	X	28-
APPLIED MICRO CIRCUITS CORP	COM	03822W109	2,706	760	X	28-
			4,272	1,200	X	X 28-
			121,934	34,251	X	28-
APPLIED MATLS INC	COM	038222105	12,872,823	697,714	X	28-
			4,973,548	269,569	X	X 28-
			85,479	4,633	X	28-
			611,322	33,134	X	28-
			92,250	5,000	X	28-
			6,827	370	X	28-
AQUA AMERICA INC	COM	03836W103	1,207,272	52,997	X	28-
			3,300,458	144,884	X	X 28-
			2,278	100	X	28-
			3,971,442	174,339	X	28-
			7,586	333	X	28-
AQUILA INC	COM	03840P102	4,700	1,000	X	28-

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ARACRUZ CELULOSE S A	SPON ADR PFD B	038496204	30,605	500	X	X	28-
ARAMARK CORP	CL B	038521100	842,940	25,200	X		28-
			6,690,736	200,022	X	X	28-
ARBITRON INC	COM	03875Q108	1,520	35	X		28-
ARBOR RLTY TR INC	COM	038923108	24,072	800	X		28-
ARCH CHEMICALS INC	COM	03937R102	466	14	X		28-
			257,053	7,717	X	X	28-
COLUMN TOTAL			36,163,139				

PAGE	23 OF	228	FORM 13F	NAME OF REPORTING MANAGER-PNC FINANCIAL SERVICES	ITEM 6:		
ITEM 1:	ITEM 2:	ITEM 3:	ITEM 4:	ITEM 5:	ITEM 6:		
NAME OF ISSUER	TITLE OF CLASS	CUSIP NUMBER	FAIR MARKET VALUE	SHARES OR PRINCIPAL AMOUNT	DISCRETION (B) SHARED (A) SOLE (C) OTH I		
ARCH COAL INC	COM	039380100	470,810	15,678	X		28-
			35,736	1,190	X	X	28-
ARCHER DANIELS MIDLAND CO	COM	039483102	6,525,880	204,189	X		28-
			2,833,414	88,655	X	X	28-
			143,245	4,482	X		28-
			372,398	11,652	X		28-
			88,689	2,775	X	X	28-
ARCHSTONE SMITH TR	COM	039583109	360,902	6,200	X		28-
			6,821,339	117,185	X	X	28-
ARES CAP CORP	COM	04010L103	19	1	X		28-
ARGONAUT GROUP INC	COM	040157109	17,430	500	X	X	28-
ARIBA INC	COM NEW	04033V203	3,026	391	X		28-
ARKANSAS BEST CORP DEL	COM	040790107	3,600	100	X	X	28-
			3,816	106	X		28-
ARMOR HOLDINGS INC	COM	042260109	43,880	800	X		28-
			19,198	350	X	X	28-
			428,982	7,821	X		28-
			16,455	300	X		28-
AROTECH CORP	COM NEW	042682203	400	131	X		28-
ARRIS GROUP INC	COM	04269Q100	4,379	350	X	X	28-
ARROW ELECTRS INC	COM	042735100	7,446	236	X		28-
			57,673	1,828	X	X	28-
			2,145	68	X		28-

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ARROW INTL INC	COM	042764100	6,899	195	X	28-
			1,981	56	X	28-
ARROWHEAD RESH CORP	COM	042797100	4,380	1,000	X	28-
ARTESIAN RESOURCES CORP	CL A	043113208	48,855	2,485	X	28-
			25,067	1,275	X	X 28-
			103,215	5,250	X	28-
COLUMN TOTAL			18,451,259			

PAGE	24 OF	228	FORM 13F	NAME OF REPORTING MANAGER-PNC FINANCIAL SERVICES	ITEM 6:	
ITEM 1:	ITEM 2:	ITEM 3:	ITEM 4:	ITEM 5:	INVESTMENT	
NAME OF ISSUER	TITLE OF CLASS	CUSIP NUMBER	FAIR MARKET VALUE	SHARES OR PRINCIPAL AMOUNT	DISCRETION (B) SHARED (A) SOLE (C) OTH I	
ARTHROCARE CORP	COM	043136100	13,493	338	X	28-
ARVINMERITOR INC	COM	043353101	60,834	3,337	X	28-
			96,291	5,282	X	X 28-
ASHLAND INC NEW	COM	044209104	1,445,931	20,901	X	28-
			122,795	1,775	X	X 28-
			195,849	2,831	X	28-
ASIA TIGERS FD INC	COM	04516T105	6,299	300	X	28-
ASSET ACCEP CAP CORP	COM	04543P100	1,093	65	X	28-
ASSOCIATED BANC CORP	COM	045487105	3,642,204	104,421	X	28-
			3,409,939	97,762	X	X 28-
			331,360	9,500	X	28-
			81,515	2,337	X	28-
ASSURANT INC	COM	04621X108	1,064,391	19,265	X	X 28-
			2,100	38	X	28-
ASTA FDG INC	COM	046220109	609	20	X	28-
ASTORIA FINL CORP	COM	046265104	2,111	70	X	28-
			138,736	4,600	X	X 28-
			3,137	104	X	28-
ASTRAZENECA PLC	SPONSORED ADR	046353108	39,092	730	X	28-
			152,618	2,850	X	X 28-
			127,128	2,374	X	28-
AT ROAD INC	COM	04648K105	7,300	1,000	X	X 28-
ATHEROS COMMUNICATIONS INC	COM	04743P108	5,565	261	X	28-
			29,102	1,365	X	X 28-

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ATLANTIC AMERN CORP	COM	048209100	74	25	X	28-
ATLANTIS PLASTICS INC	COM	049156102	8,965	2,750	X	28-
ATLAS AMER INC	COM	049167109	135,274	2,654	X	X 28-
ATLAS PIPELINE PARTNERS LP	UNIT L P INT	049392103	9,600	200	X	28-
COLUMN TOTAL			11,133,405			

PAGE	25 OF	228	FORM 13F	NAME OF REPORTING MANAGER-PNC FINANCIAL SERVICES	ITEM 6:		
ITEM 1:	ITEM 2:	ITEM 3:	ITEM 4:	ITEM 5:	ITEM 6:		
NAME OF ISSUER	TITLE OF CLASS	CUSIP NUMBER	FAIR MARKET VALUE	SHARES OR PRINCIPAL AMOUNT	DISCRETION (B) SHARED (A) SOLE (C) OTH I		
ATMEL CORP	COM	049513104	574,750	95,000	X	X	28-
ATMOS ENERGY CORP	COM	049560105	497,796 138,011 3,000 56,162	15,600 4,325 94 1,760	X X X X		28- 28- 28- 28-
ATRION CORP	COM	049904105	25,576	329	X		28-
AUSTRALIA&NEW ZEALAND BKG GR	SPONSORED ADR	052528304	38,265	343	X		28-
AUTODESK INC	COM	052769106	32,854 655,857	812 16,210	X X		28- 28-
AUTOLIV INC	COM	052800109	158,288 323,992 1,688	2,625 5,373 28	X X X		28- 28- 28-
AUTOMATIC DATA PROCESSING IN	COM	053015103	89,205,639 40,985,407 169,666 1,486,217 275,308 878,817	1,811,282 832,191 3,445 30,177 5,590 17,844	X X X X X X		28- 28- 28- 28- 28- 28-
AUTOZONE INC	COM	053332102	13,405 92,448 4,738	116 800 41	X X X		28- 28- 28-
AUXILIUM PHARMACEUTICALS INC	COM	05334D107	29,380	2,000	X		28-
AVALONBAY CMNTYS INC	COM	053484101	1,163,557 525,142	8,947 4,038	X X		28- 28-
AVATAR HLDGS INC	COM	053494100	177,870 56,595	2,200 700	X X		28- 28-
AVAYA INC	COM	053499109	51,069	3,653	X		28-

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			124,380	8,897	X	X 28-
			923	66	X	X 28-
AVERY DENNISON CORP	COM	053611109	1,603,080	23,599	X	28-
			2,692,270	39,633	X	X 28-
COLUMN TOTAL			142,042,150			

PAGE	26 OF	228	FORM 13F	NAME OF REPORTING MANAGER-PNC FINANCIAL SERVICES	ITEM 6:	
ITEM 1:	ITEM 2:	ITEM 3:	ITEM 4:	ITEM 5:	INVESTMENT	
NAME OF ISSUER	TITLE OF CLASS	CUSIP NUMBER	FAIR MARKET VALUE	SHARES OR PRINCIPAL AMOUNT	DISCRETION (B) SHARED (A) SOLE (C) OTH I	MA
AVID TECHNOLOGY INC	COM	05367P100	107,681 107,309 33,534	2,890 2,880 900	X X X	28- X 28- X 28-
AVIS BUDGET GROUP	COM	053774105	19,022 48,933 499 3,839 6,073	877 2,256 23 177 280	X X X X X	28- X 28- 28- 28- 28-
AVISTA CORP	COM	05379B107	2,531 10,124 8,074	100 400 319	X X X	28- X 28- 28-
AVNET INC	COM	053807103	60,481 23,615	2,369 925	X X	28- X 28-
AVOCENT CORP	COM	053893103	6,668	197	X	28-
AVON PRODS INC	COM	054303102	2,266,841 259,430	68,609 7,852	X X	28- X 28-
AXA	SPONSORED ADR	054536107	42,105 15,204 902,061	1,044 377 22,367	X X X	28- X 28- 28-
AXCELIS TECHNOLOGIES INC	COM	054540109	55,181	9,465	X	X 28-
AZTAR CORP	COM	054802103	65,304 16,326 544	1,200 300 10	X X X	28- 28- X 28-
AXCAN PHARMA INC	COM	054923107	71,200	5,000	X	X 28-
BB&T CORP	COM	054937107	6,306,679 1,106,509 1,888,419	143,562 25,188 42,987	X X X	28- X 28- 28-
B A S F A G	SPONSORED ADR	055262505	11,665 3,888	120 40	X X	28- X 28-

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COLUMN TOTAL 781,568 8,040 X 28-
14,231,307

PAGE	27 OF	228	FORM 13F	NAME OF REPORTING MANAGER-PNC FINANCIAL SERVICES	ITEM 6:		
ITEM 1:	ITEM 2:	ITEM 3:	ITEM 4:	ITEM 5:	INVESTMENT		
NAME OF ISSUER	TITLE OF CLASS	CUSIP NUMBER	FAIR MARKET VALUE	SHARES OR PRINCIPAL AMOUNT	(B) SHARED	(C) OTH	MA
					(A) SOLE		
BCE INC	COM NEW	05534B760	2,457	91	X		28-
			20,493	759	X	X	28-
			1,620	60	X		28-
BG PLC	ADR FIN INST N	055434203	11,498	168	X		28-
			35,657	521	X	X	28-
			32,167	470	X	X	28-
BISYS GROUP INC	COM	055472104	4,002	310	X		28-
			1,033	80	X		28-
BJS WHOLESALE CLUB INC	COM	05548J106	85,553	2,750	X		28-
			12,444	400	X	X	28-
			3,889	125	X		28-
BJ SVCS CO	COM	055482103	77,581	2,646	X		28-
			652,810	22,265	X	X	28-
			2,170	74	X		28-
			2,639	90	X		28-
BP PLC	SPONSORED ADR	055622104	112,629,766	1,678,536	X		28-
			120,428,061	1,794,755	X	X	28-
			795,001	11,848	X		28-
			880,486	13,122	X		28-
			3,186,311	47,486	X		28-
			8,387,970	125,007	X	X	28-
BP PRUDHOE BAY RTY TR	UNIT BEN INT	055630107	275,204	3,575	X		28-
			105,771	1,374	X	X	28-
			15,396	200	X		28-
			76,980	1,000	X		28-
BRE PROPERTIES INC	CL A	05564E106	52,016	800	X		28-
			312,811	4,811	X	X	28-
BSML INC	COM	055710107	9	5	X		28-
BT GROUP PLC	ADR	05577E101	35,395	591	X		28-
			11,379	190	X	X	28-
			1,078	18	X		28-
			3,833	64	X		28-
COLUMN TOTAL			248,143,480				

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PAGE	28 OF	228	FORM 13F	NAME OF REPORTING MANAGER-PNC FINANCIAL SERVICES				
				ITEM 6:		INVESTMENT		
				ITEM 3:	ITEM 4:	ITEM 5:	DISCRETION	
				CUSIP	FAIR MARKET	SHARES OR	(B) SHARED	(A) SOLE (C) OTH I
ITEM 1:	ITEM 2:	ITEM 3:	ITEM 4:	ITEM 5:	ITEM 6:	ITEM 7:	ITEM 8:	ITEM 9:
NAME OF ISSUER	TITLE OF CLASS	NUMBER	VALUE	AMOUNT	(A) SOLE (C) OTH I	(B) SHARED	(A) SOLE (C) OTH I	(B) SHARED
BMC SOFTWARE INC	COM	055921100	74,318 90,160	2,308 2,800	X	X	28-	28-
BAIDU COM INC	SPON ADR REP A	056752108	1,578 11,269	14 100	X	X	28-	28-
BAKER HUGHES INC	COM	057224107	8,444,494 4,418,677 711,958 63,461 146,931	113,106 59,184 9,536 850 1,968	X	X	28-	28-
BALDOR ELEC CO	COM	057741100	1,440,402	43,100	X	X	28-	28-
BALL CORP	COM	058498106	2,474,867 2,827,242 19,010 27,032 95,920	56,763 64,845 436 620 2,200	X	X	28-	28-
BALLARD PWR SYS INC	COM	05858H104	854 25,747	150 4,525	X	X	28-	28-
BALLY TECHNOLOGIES INC	COM	05874B107	4,110	220	X		28-	
BANCO BILBAO VIZCAYA ARGENTA	SPONSORED ADR	05946K101	16,890 920,391	702 38,254	X	X	28-	28-
BANCO BRADESCO S A	SP ADR PFD NEW	059460303	100,875	2,500	X		28-	
BANCO DE CHILE	SPONSORED ADR	059520106	10,298	200	X		28-	
BANCO ITAU HLDG FINANCIERA S	SP ADR 500 PFD	059602201	108,450 563,940	3,000 15,600	X	X	28-	28-
BANCO SANTANDER CENT HISPANO	ADR	05964H105	242,188 56,223 15,936	12,979 3,013 854	X	X	28-	28-
BANCORP INC DEL	COM	05969A105	195,360	6,600	X	X	28-	28-
BANCORPSOUTH INC	COM	059692103	147,510 41,303	5,500 1,540	X	X	28-	28-
COLUMN TOTAL			23,297,394					

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PAGE	29 OF	228	FORM 13F	NAME OF REPORTING MANAGER-PNC FINANCIAL SERVICES			ITEM 6:	
ITEM 1:	ITEM 2:	ITEM 3:	ITEM 4:	ITEM 5:	ITEM 6:			
NAME OF ISSUER	TITLE OF CLASS	CUSIP NUMBER	FAIR MARKET VALUE	SHARES OR PRINCIPAL AMOUNT	INVESTMENT DISCRETION (B) SHARED (A) SOLE (C) OTH I			
BANCROFT FUND LTD	COM	059695106	55,673	2,855	X		28-	
BANK OF AMERICA CORPORATION	COM	060505104	282,271,008 269,576,521 1,147,031 10,441,215 6,174,660 2,542,111	5,286,964 5,049,195 21,484 195,565 115,652 47,614	X X X X X X		28- 28- 28- 28- 28- 28-	
BANK HAWAII CORP	COM	062540109	108,116 210,405 2,967	2,004 3,900 55	X X X		28- 28- 28-	
BANK MONTREAL QUE	COM	063671101	2,959,500	50,000	X		28-	
BANK OF THE OZARKS INC	COM	063904106	2,810	85	X		28-	
BANK NEW YORK INC	COM	064057102	1,682,044 1,367,832 787 248,031	42,724 34,743 20 6,300	X X X X		28- 28- 28- 28-	
BANK NOVA SCOTIA HALIFAX	COM	064149107	5,201,280 35,840 79,565	116,100 800 1,776	X X X		28- 28- 28-	
BANKATLANTIC BANCORP	CL A	065908501	13,810 110,480	1,000 8,000	X X		28- 28-	
BANKUNITED FINL CORP	CL A	06652B103	839	30	X		28-	
BANNER CORP	COM	06652V109	134,439	3,032	X	X	28-	
BANTA CORP	COM	066821109	6,370	175	X	X	28-	
BAR HBR BANKSHARES	COM	066849100	63,500	2,000	X	X	28-	
BARCLAYS PLC	ADR	06738E204	3,663 69,768 1,275,243	63 1,200 21,934	X X X		28- 28- 28-	
COLUMN TOTAL			585,785,508					

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ITEM 1:	ITEM 2:	ITEM 3:	ITEM 4:	ITEM 5:	INVESTMENT		
NAME OF ISSUER	TITLE OF CLASS	CUSIP NUMBER	FAIR MARKET VALUE	SHARES OR PRINCIPAL AMOUNT	(B) SHARED	(A) SOLE	(C) OTH I
BARD C R INC	COM	067383109	33,241,018	400,639	X		28-
			13,731,037	165,494	X	X	28-
			20,494	247	X		28-
			259,281	3,125	X		28-
			956,976	11,534	X		28-
			143,289	1,727	X	X	28-
BARNES & NOBLE INC	COM	067774109	50,035	1,260	X		28-
			71,240	1,794	X	X	28-
			2,383	60	X		28-
			75,449	1,900	X		28-
BARRICK GOLD CORP	COM	067901108	157,092	5,117	X		28-
			1,422,300	46,329	X	X	28-
			8,842	288	X		28-
BARR PHARMACEUTICALS INC	COM	068306109	1,064,549	21,240	X		28-
			604,898	12,069	X	X	28-
			14,284	285	X		28-
BARRY R G CORP OHIO	COM	068798107	7,260	1,000	X		28-
BAUSCH & LOMB INC	COM	071707103	283,727	5,450	X		28-
			265,506	5,100	X	X	28-
			3,124	60	X		28-
BAXTER INTL INC	COM	071813109	8,854,830	190,878	X		28-
			9,482,858	204,416	X	X	28-
			1,811,669	39,053	X		28-
			64,018	1,380	X		28-
			14,845	320	X		28-
			93,429	2,014	X	X	28-
BAYER A G	SPONSORED ADR	072730302	75,344	1,412	X		28-
			161,254	3,022	X	X	28-
BAYTEX ENERGY TR	TRUST UNIT	073176109	33,180	1,750	X	X	28-
BE AEROSPACE INC	COM	073302101	22,342	870	X		28-
			10,272	400	X	X	28-
	COLUMN TOTAL		73,006,825				

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ITEM 1:	ITEM 2:	ITEM 3:	ITEM 4:	ITEM 5:	INVESTMENT		
		CUSIP	FAIR MARKET	SHARES OR PRINCIPAL	(B) SHARED	(A) SOLE	(C) OTH I

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NAME OF ISSUER	TITLE OF CLASS	NUMBER	VALUE	AMOUNT	(A) SOLE	(C) OTH I
BEA SYS INC	COM	073325102	260,003	20,668	X	28-
			159,011	12,640	X	X 28-
			503	40	X	28-
			23,952	1,904	X	28-
BEACON POWER CORP	COM	073677106	511	516	X	28-
BEAR STEARNS COS INC	COM	073902108	588,124	3,613	X	28-
			1,130,995	6,948	X	X 28-
			293,330	1,802	X	28-
			4,232	26	X	28-
BEARINGPOINT INC	COM	074002106	5,761	732	X	X 28-
			4,950	629	X	28-
BEAZER HOMES USA INC	NOTE 4.625% 6	07556QAL9	11,237,500	100,000	X	28-
BEAZER HOMES USA INC	COM	07556Q105	639,524	13,604	X	28-
			32,907	700	X	28-
BEBE STORES INC	COM	075571109	534	27	X	28-
BECKMAN COULTER INC	COM	075811109	128,809	2,154	X	28-
			710,185	11,876	X	X 28-
			3,588	60	X	28-
			24,159	404	X	X 28-
BECTON DICKINSON & CO	COM	075887109	1,209,737	17,245	X	28-
			4,694,087	66,915	X	X 28-
			211,222	3,011	X	28-
BED BATH & BEYOND INC	COM	075896100	6,354,890	166,795	X	28-
			4,485,856	117,739	X	X 28-
			877,595	23,034	X	28-
			153,581	4,031	X	28-
			284,950	7,479	X	X 28-
BEIJING MED PHARM CORP	COM	077255107	19,500	3,000	X	28-
BELDEN CDT INC	COM	077454106	3,909	100	X	28-
COLUMN TOTAL			33,543,905			

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FORM 13F

NAME OF REPORTING MANAGER-PNC FINANCIAL SERVICES

ITEM 1:
NAME OF ISSUER

ITEM 2:
TITLE OF CLASS

ITEM 3:
CUSIP
NUMBER

ITEM 4:
FAIR MARKET
VALUE

ITEM 5:
SHARES OR
PRINCIPAL
AMOUNT

ITEM 6:
INVESTMENT
DISCRETION
(B) SHARED
(A) SOLE (C) OTH I

BELLSOUTH CORP

COM

079860102

46,916,661
33,063,306
344,751

995,896
701,832
7,318

X 28-
X X 28-
X 28-

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			520,377	11,046	X	28-
			3,375,903	71,660	X	28-
			1,223,918	25,980	X	X 28-
BELO CORP	COM SER A	080555105	168,857	9,192	X	28-
			60,070	3,270	X	X 28-
BEMA GOLD CORP	COM	08135F107	26,250	5,000	X	28-
BEMIS INC	COM	081437105	1,085,151	31,935	X	28-
			387,678	11,409	X	X 28-
			5,743	169	X	28-
BENCHMARK ELECTRS INC	COM	08160H101	1,583	65	X	28-
BENTLEY PHARMACEUTICALS INC	COM	082657107	5,085	500	X	28-
BERKLEY W R CORP	COM	084423102	3,456,591	100,162	X	28-
			1,278,665	37,052	X	X 28-
			723,330	20,960	X	28-
			3,265,923	94,637	X	28-
BERKSHIRE HATHAWAY INC DEL	CL A	084670108	0	205	X	28-
			0	729	X	X 28-
			0	7	X	28-
			0	1	X	28-
			0	10	X	X 28-
BERKSHIRE HATHAWAY INC DEL	CL B	084670207	55,642,548	15,178	X	28-
			26,904,774	7,339	X	X 28-
			1,008,150	275	X	28-
			175,968	48	X	28-
			626,886	171	X	X 28-
BERKSHIRE HILLS BANCORP INC	COM	084680107	13,384	400	X	28-
BERRY PETE CO	CL A	085789105	35,662	1,150	X	X 28-
			682	22	X	28-
COLUMN TOTAL			180,317,896			

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FORM 13F

NAME OF REPORTING MANAGER-PNC FINANCIAL SERVICES

ITEM 1: NAME OF ISSUER	ITEM 2: TITLE OF CLASS	ITEM 3: CUSIP NUMBER	ITEM 4: FAIR MARKET VALUE	ITEM 5: SHARES OR PRINCIPAL AMOUNT	ITEM 6: INVESTMENT DISCRETION	
					(B) SHARED (A) SOLE	(C) OTH I
BEST BUY INC	COM	086516101	9,258,689	188,223	X	28-
			5,000,164	101,650	X	X 28-
			67,489	1,372	X	28-
			173,641	3,530	X	28-
			106,349	2,162	X	X 28-
BEVERLY NATL CORP	COM	088115100	511,501	21,859	X	X 28-

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BHP BILLITON LTD	SPONSORED ADR	088606108	57,002	1,434	X	28-
			560,396	14,098	X	X 28-
			784,864	19,745	X	28-
			39,750	1,000	X	28-
			954	24	X	X 28-
BIO-REFERENCE LABS INC	COM \$.01 NEW	09057G602	1,279,681	56,900	X	X 28-
BIO RAD LABS INC	CL A	090572207	123,780	1,500	X	28-
			74,268	900	X	X 28-
BIOMET INC	COM	090613100	533,497	12,927	X	28-
			376,795	9,130	X	X 28-
			228,347	5,533	X	28-
			2,381,073	57,695	X	28-
BIOGEN IDEC INC	COM	09062X103	69,604	1,415	X	28-
			206,795	4,204	X	X 28-
			1,427	29	X	28-
BIOMED REALTY TRUST INC	COM	09063H107	5,720	200	X	28-
BIOTECH HOLDRS TR	DEPOSTRY RCPTS	09067D201	275,580	1,500	X	28-
			385,812	2,100	X	X 28-
BLACK & DECKER CORP	COM	091797100	5,417,248	67,741	X	28-
			3,262,296	40,794	X	X 28-
			7,997	100	X	28-
			231,033	2,889	X	28-
			35,987	450	X	X 28-
BLACK BOX CORP DEL	COM	091826107	25,194	600	X	X 28-
			630	15	X	28-
COLUMN TOTAL			31,483,563			

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FORM 13F

NAME OF REPORTING MANAGER-PNC FINANCIAL SERVICES

ITEM 1: NAME OF ISSUER	ITEM 2: TITLE OF CLASS	ITEM 3: CUSIP NUMBER	ITEM 4: FAIR MARKET VALUE	ITEM 5: SHARES OR PRINCIPAL AMOUNT	ITEM 6: INVESTMENT DISCRETION	
					(B) SHARED	(A) SOLE (C) OTH I
BLACKROCK GLOBAL FLG INC TR	COM	091941104	28,905	1,500	X	28-
			107,912	5,600	X	X 28-
BLACK HILLS CORP	COM	092113109	66,492	1,800	X	X 28-
BLACKROCK FLA INVT QUALITY M	COM	09247B109	48,439	3,455	X	28-
			15,015	1,071	X	X 28-
BLACKROCK INVT QUALITY MUN T	COM	09247D105	326,043	17,008	X	28-
BLACKROCK NY INVT QUALITY MU	COM	09247E103	238,145	13,886	X	28-
			126,739	7,390	X	X 28-

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BLACKROCK INCOME TR INC	COM	09247F100	26,253	4,325	X	28-
			56,542	9,315	X	X 28-
			6,070	1,000	X	X 28-
BLACKROCK FL INSD MUN 2008 T	COM	09247H106	58,300	4,043	X	28-
			14,420	1,000	X	X 28-
BLACKROCK INSD MUN 2008 TRM	COM	09247K109	48,531	3,125	X	28-
			193,411	12,454	X	X 28-
			1,755	113	X	X 28-
BLACKROCK INC	COM	09247X101	32,050,900	211,000	X	28-
			2,119,461	13,953	X	X 28-
			6,836	45	X	28-
			987,350	6,500	X	28-
			6,711,017,950	44,180,500	X	28-
BLACKROCK INSD MUN TERM TR I	COM	092474105	15,632	1,600	X	28-
			250,014	25,590	X	X 28-
BLACKROCK INCOME OPP TRUST I	COM	092475102	35,945	3,500	X	28-
			51,350	5,000	X	X 28-
BLACKROCK INSD MUN INCOME TR	COM	092479104	107,722	7,333	X	28-
			14,690	1,000	X	X 28-
BLACKROCK MUNI 2018 TERM TR	COM	09248C106	93,827	5,516	X	28-
BLACKROCK MUN INCOME TR	SH BEN INT	09248F109	250,597	14,158	X	28-
			115,156	6,506	X	X 28-
COLUMN TOTAL			6,748,480,402			

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FORM 13F

NAME OF REPORTING MANAGER-PNC FINANCIAL SERVICES

ITEM 1: NAME OF ISSUER	ITEM 2: TITLE OF CLASS	ITEM 3: CUSIP NUMBER	ITEM 4: FAIR MARKET VALUE	ITEM 5: SHARES OR PRINCIPAL AMOUNT	ITEM 6: INVESTMENT DISCRETION	
					(B) SHARED (A) SOLE	(C) OTH I MA
BLACKROCK N J MUN INCOME TR	SH BEN INT	09248J101	53,032	2,800	X	28-
			317,169	16,746	X	X 28-
BLACKROCK N Y MUN INCOME TR	SH BEN INT	09248L106	1,790	100	X	X 28-
BLACKROCK HIGH YIELD TR	SH BEN INT	09248N102	26,722	3,448	X	28-
BLACKROCK PA STRATEGIC MUN T	COM	09248R103	317,243	18,201	X	28-
			415,636	23,846	X	X 28-
BLACKROCK STRATEGIC MUN TR	COM	09248T109	182,228	9,750	X	X 28-
BLACKROCK NJ MUNICIPAL BOND	COM	09249A109	40,591	2,142	X	28-
			27,099	1,430	X	X 28-

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BLACKROCK CA MUNI 2018 TERM	COM	09249C105	51,008	3,200	X	X	28-
BLACKROCK CORE BD TR	SHS BEN INT	09249E101	49,389	3,895	X		28-
			13,530	1,067	X	X	28-
BLACKROCK MUNICIPAL BOND TR	COM	09249H104	80,556	4,242	X		28-
BLACKROCK FL MUNICIPAL BOND	COM	09249K107	22,728	1,333	X		28-
BLACKROCK MUNI INCOME TR II	COM	09249N101	37,224	2,200	X	X	28-
			31,387	1,855	X		28-
BLACKROCK PFD OPPORTUNITY TR	COM SHS	09249V103	263,400	10,000	X		28-
			93,244	3,540	X	X	28-
BLACKROCK LTD DURATION INC T	COM SHS	09249W101	72,010	3,800	X		28-
			56,850	3,000	X	X	28-
BLACKROCK STRAT DIVD ACHIEVE	COM	09249Y107	15,965	1,032	X	X	28-
BLACKROCK WORLD INVT TR	COM SHS BN INT	09250K103	20,980	1,188	X	X	28-
BLACKROCK DIVID ACHIEVRS TM	COM	09250N107	30,840	2,041	X		28-
			28,815	1,907	X	X	28-
			120,880	8,000	X		28-
BLACKROCK GLBL ENRGY & RES T	COM	09250U101	11,020	400	X		28-
			13,775	500	X	X	28-
COLUMN TOTAL			2,395,111				

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NAME OF REPORTING MANAGER-PNC FINANCIAL SERVICES

ITEM 1: NAME OF ISSUER	ITEM 2: TITLE OF CLASS	ITEM 3: CUSIP NUMBER	ITEM 4: FAIR MARKET VALUE	ITEM 5: SHARES OR PRINCIPAL AMOUNT	ITEM 6: INVESTMENT DISCRETION		
					(B) SHARED (A) SOLE	(C) OTH I	
BLACKROCK ENHANCED DIV ACHV	COM	09251A104	57,300	3,750	X		28-
			240,431	15,735	X	X	28-
			15,280	1,000	X		28-
BLACKROCK MUNIVEST FD II INC	COM	09253T101	51,662	3,333	X	X	28-
BLACKROCK MUNIYIELD FD INC	COM	09253W104	243,928	15,717	X	X	28-
BLACKROCK MUNI INTER DR FD I	COM	09253X102	23,972	1,574	X	X	28-
BLACKROCK MUNIHLDGS FD INC	COM	09254A101	12,980	1,000	X	X	28-
BLACKROCK MUNIHLDGS INSD FDI	COM	09254C107	12,980	1,000	X	X	28-
BLACKROCK MUNIYIELD INSD FD I	COM	09254E103	29,694	2,100	X		28-
			58,907	4,166	X	X	28-

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BLACKROCK MUNIYIELD QUALITY	COM	09254F100	30,757	2,166	X	X	28-
BLACKROCK MUNIYIELD QUALITY	COM	09254G108	12,640	1,000	X	X	28-
BLACKROCK MUNIYIELD ARIZ FD	COM	09254K109	60,206	4,225	X	X	28-
BLACKROCK MUNIYIELD CALIF IN	COM	09254N103	32,033	2,259	X		28-
BLACKROCK MUNIHOLDINGS FLA I	COM	09254P108	6,247	455	X		28-
			128,197	9,337	X	X	28-
BLACKROCK MUNIYIELD MICH INS	COM	09254V105	14,390	1,000	X	X	28-
BLACKROCK MUNIYIELD MICH INS	COM	09254W103	6,800	500	X	X	28-
BLACKROCK MUNIYIELD N J FD I	COM	09254Y109	52,780	3,500	X		28-
BLACKROCK MUNIYIELD PA INSD	COM	09255G107	248,489	16,904	X	X	28-
			31,355	2,133	X	X	28-
BLACKROCK PFD INCOME STRATEG	COM	09255H105	2,023	100	X		28-
			40,460	2,000	X	X	28-
BLACKROCK PFD & CORPORATE IN	COM	09255J101	88,320	4,000	X	X	28-
BLACKROCK CORPOR HI YLD FD V	COM	09255N102	113,096	8,440	X		28-
COLUMN TOTAL			1,614,927				

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FORM 13F

NAME OF REPORTING MANAGER-PNC FINANCIAL SERVICES

ITEM 1: NAME OF ISSUER	ITEM 2: TITLE OF CLASS	ITEM 3: CUSIP NUMBER	ITEM 4: FAIR MARKET VALUE	ITEM 5: SHARES OR PRINCIPAL AMOUNT	ITEM 6: INVESTMENT DISCRETION		I MA
					(B) SHARED	(A) SOLE (C) OTH I	
BLACKROCK DEBT STRAT FD INC	COM	09255R103	183,133	24,681	X		28-
			178,896	24,110	X	X	28-
BLACKROCK SR HIGH INCOME FD	COM	09255T109	13,040	2,000	X		28-
BLAIR CORP	COM	092828102	8,834,476	269,755	X		28-
BLDRS INDEX FDS TR	EMER MK 50 ADR	09348R300	31,146	800	X		28-
BLOCK H & R INC	COM	093671105	907,016	39,367	X		28-
			424,097	18,407	X	X	28-
			207,176	8,992	X		28-
			115,200	5,000	X	X	28-
BLOCKBUSTER INC	CL A	093679108	122	23	X		28-
BLOCKBUSTER INC	CL B	093679207	113	23	X		28-

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BLOUNT INTL INC NEW	COM	095180105	134,600	10,000	X	28-
BLUE DOLPHIN ENERGY CO	COM NEW	095395208	973	318	X	28-
BLUE NILE INC	COM	09578R103	10,145	275	X	X 28-
			148	4	X	28-
BOARDWALK PIPELINE PARTNERS	UT LTD PARTNER	096627104	9,246	300	X	28-
BOEING CO	COM	097023105	20,042,304	225,600	X	28-
			24,834,867	279,546	X	X 28-
			72,316	814	X	28-
			629,254	7,083	X	28-
			159,912	1,800	X	28-
			88,840	1,000	X	X 28-
BORDERS GROUP INC	COM	099709107	204,838	9,165	X	X 28-
BORG WARNER INC	COM	099724106	50,993	864	X	28-
			19,359	328	X	X 28-
			647,390	10,969	X	28-
COLUMN TOTAL			57,799,600			

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NAME OF REPORTING MANAGER-PNC FINANCIAL SERVICES

ITEM 1: NAME OF ISSUER	ITEM 2: TITLE OF CLASS	ITEM 3: CUSIP NUMBER	ITEM 4: FAIR MARKET VALUE	ITEM 5: SHARES OR PRINCIPAL AMOUNT	ITEM 6: INVESTMENT DISCRETION	
					(B) SHARED (A) SOLE	(C) OTH I
BOSTON PROPERTIES INC	COM	101121101	16,530,606	147,753	X	28-
			10,600,182	94,746	X	X 28-
			67,128	600	X	28-
			11,188	100	X	28-
BOSTON SCIENTIFIC CORP	COM	101137107	396,617	23,086	X	28-
			914,749	53,245	X	X 28-
			100,950	5,876	X	28-
			6,460	376	X	28-
			675,174	39,300	X	28-
BOWATER INC	COM	102183100	4,500	200	X	X 28-
BOWL AMER INC	CL A	102565108	729	46	X	X 28-
BOWNE & CO INC	COM	103043105	52,235	3,277	X	28-
BOYD GAMING CORP	COM	103304101	262,798	5,800	X	28-
			92,206	2,035	X	X 28-
			453	10	X	X 28-
BRADY CORP	CL A	104674106	104,384	2,800	X	X 28-
BRANDYWINE RLTY TR	SH BEN INT NEW	105368203	33,250	1,000	X	28-

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				57,257	1,722	X	X	28-
BRASIL TELECOM PARTICIPACOES	SPON ADR PFD	105530109		3,629	85	X	X	28-
				1,708	40	X		28-
BRIGGS & STRATTON CORP	COM	109043109		155,097	5,755	X		28-
				1,261,260	46,800	X	X	28-
				14,984	556	X		28-
BRIGHT HORIZON FAMILY SOLUTI	COM	109195107		8,737	226	X		28-
				14,768	382	X		28-
BRINKER INTL INC	COM	109641100		231,388	7,672	X		28-
				297,076	9,850	X	X	28-
				77,572	2,572	X		28-
BRINKS CO	COM	109696104		8,949	140	X		28-
				16,811	263	X		28-
	COLUMN TOTAL			32,002,845				

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				ITEM 6:				
ITEM 1:	ITEM 2:	ITEM 3:	ITEM 4:	ITEM 5:	INVESTMENT			
NAME OF ISSUER	TITLE OF CLASS	CUSIP NUMBER	FAIR MARKET VALUE	SHARES OR PRINCIPAL AMOUNT	(B) SHARED	(A) SOLE	(C) OTH	I
BRISTOL MYERS SQUIBB CO	COM	110122108	59,362,602	2,255,418	X			28-
			72,627,040	2,759,386	X	X		28-
			1,591,886	60,482	X			28-
			2,219,118	84,313	X			28-
			1,664,398	63,237	X			28-
			2,829,137	107,490	X	X		28-
BRISTOW GROUP INC	COM	110394103	7,218	200	X	X		28-
			2,238	62	X			28-
BRITISH AMERN TOB PLC	SPONSORED ADR	110448107	32,863	580	X			28-
			4,816	85	X			28-
BROADCOM CORP	CL A	111320107	468,398	14,497	X			28-
			49,822	1,542	X	X		28-
			1,540,282	47,672	X			28-
BROADWING CORP	COM	11161E101	1,250	80	X			28-
BROCADE COMMUNICATIONS SYS I	COM	111621108	4,105	500	X			28-
			468	57	X	X		28-
			821	100	X			28-
BROOKFIELD ASSET MGMT INC	CL A LTD VT SH	112585104	7,516	156	X			28-
			260,172	5,400	X	X		28-
BROOKFIELD PPTYS CORP	COM	112900105	35,397	900	X	X		28-

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BROOKLINE BANCORP INC DEL	COM	11373M107	90,873	6,900	X	28-
			22,389	1,700	X	X 28-
BROOKLYN FEDERAL BANCORP INC	COM	114039100	151,846	11,500	X	X 28-
BROWN & BROWN INC	COM	115236101	33,852	1,200	X	28-
			26,292	932	X	X 28-
			17,772	630	X	28-
BROWN FORMAN CORP	CL A	115637100	9,628,532	142,793	X	28-
			7,684,727	113,966	X	X 28-
			53,674	796	X	28-
COLUMN TOTAL			160,419,504			

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ITEM 1:	ITEM 2:	ITEM 3:	ITEM 4:	ITEM 5:	ITEM 6:	
NAME OF ISSUER	TITLE OF CLASS	CUSIP NUMBER	FAIR MARKET VALUE	SHARES OR PRINCIPAL AMOUNT	DISCRETION (B) SHARED (A) SOLE (C) OTH I	MA
BROWN FORMAN CORP	CL B	115637209	10,681,664	161,257	X	28-
			20,140,934	304,060	X	X 28-
			34,975	528	X	28-
			347,892	5,252	X	28-
BRUKER BIOSCIENCES CORP	COM	116794108	63,617	8,471	X	28-
BRUNSWICK CORP	COM	117043109	29,157	914	X	28-
BRYN MAWR BK CORP	COM	117665109	264,177	11,175	X	28-
			335,688	14,200	X	X 28-
BUCKEYE PARTNERS L P	UNIT LTD PARTN	118230101	1,381,293	29,718	X	28-
			765,758	16,475	X	X 28-
BUCYRUS INTL INC NEW	CL A	118759109	12,681	245	X	28-
BUILD A BEAR WORKSHOP	COM	120076104	1,541	55	X	X 28-
BURLINGTON NORTHN SANTA FE C	COM	12189T104	11,054,302	149,767	X	28-
			12,906,859	174,866	X	X 28-
			53,881	730	X	28-
			110,715	1,500	X	28-
			73,072	990	X	28-
			501,908	6,800	X	X 28-
BUSINESS OBJECTS S A	SPONSORED ADR	12328X107	112,906	2,862	X	28-
C & F FINL CORP	COM	12466Q104	5,843,250	147,000	X	28-
CBL & ASSOC PPTYS INC	COM	124830100	13,655	315	X	28-
			37,931	875	X	X 28-

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			31,299	722	X	28-
			229,798	5,301	X	28-
CBS CORP NEW	CL A	124857103	26,756	857	X	28-
			46,050	1,475	X	X 28-
CBS CORP NEW	CL B	124857202	2,306,541	73,975	X	28-
			1,611,632	51,688	X	X 28-
			69,625	2,233	X	28-
			32,739	1,050	X	28-
			34,547	1,108	X	X 28-
	COLUMN TOTAL		69,156,843			

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ITEM 1:	ITEM 2:	ITEM 3:	ITEM 4:	ITEM 5:	INVESTMENT	
NAME OF ISSUER	TITLE OF CLASS	CUSIP NUMBER	FAIR MARKET VALUE	SHARES OR PRINCIPAL AMOUNT	DISCRETION (B) SHARED (A) SOLE (C) OTH I	MA
CBRL GROUP INC	COM	12489V106	35,808	800	X	28-
			24,752	553	X	X 28-
			2,238	50	X	28-
			12,309	275	X	28-
CB RICHARD ELLIS GROUP INC	CL A	12497T101	34,661	1,044	X	28-
			54,780	1,650	X	X 28-
C COR INC	COM	125010108	16,710	1,500	X	X 28-
C D W CORP	COM	12512N105	26,168,744	372,138	X	28-
			6,548,761	93,128	X	X 28-
			3,024	43	X	28-
			157,236	2,236	X	28-
CH ENERGY GROUP INC	COM	12541M102	47,520	900	X	28-
			48,840	925	X	X 28-
			26,400	500	X	X 28-
C H ROBINSON WORLDWIDE INC	COM NEW	12541W209	17,419	426	X	X 28-
CIGNA CORP	COM	125509109	8,237,071	62,606	X	28-
			14,708,079	111,789	X	X 28-
			76,705	583	X	28-
			200,644	1,525	X	X 28-
CIT GROUP INC	COM	125581108	36,808	660	X	28-
			2,231	40	X	X 28-
			132,733	2,380	X	28-
CLECO CORP NEW	COM	12561W105	32,168	1,275	X	28-
			47,483	1,882	X	X 28-
CMGI INC	COM	125750109	871	650	X	28-

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CMS ENERGY CORP	COM	125896100	3,507 401	210 24	X X	28- 28-
CSK AUTO CORP	COM	125965103	178,360	10,400	X	28-
CNB FINL CORP PA	COM	126128107	53,175	3,750	X	X 28-
COLUMN TOTAL			56,909,438			

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ITEM 1:	ITEM 2:	ITEM 3:	ITEM 4:	ITEM 5:	ITEM 6:		
NAME OF ISSUER	TITLE OF CLASS	CUSIP NUMBER	FAIR MARKET VALUE	SHARES OR PRINCIPAL AMOUNT	INVESTMENT DISCRETION (B) SHARED (A) SOLE (C) OTH I		
CNOOC LTD	SPONSORED ADR	126132109	56,778 2,271	600 24	X X	X 28- X 28-	
CP HOLDERS	DEP RCPTS CP	12616K106	248,750	2,500	X	28-	
CRA INTL INC	COM	12618T105	26,986 6,602	515 126	X X	X 28- 28-	
CRH PLC	ADR	12626K203	6,928 4,590 247,180	163 108 5,816	X X X	28- X 28- 28-	
CSX CORP	COM	126408103	2,806,734 1,826,856 72,406 4,476 123,948	81,520 53,060 2,103 130 3,600	X X X X X	28- X 28- 28- 28- 28-	
CTS CORP	COM	126501105	13,000 69,096	828 4,401	X X	X 28- 28-	
CVS CORP	COM	126650100	32,411,917 5,992,522 13,291 558,513 98,356 4,637	1,048,590 193,870 430 18,069 3,182 150	X X X X X X	28- X 28- 28- 28- 28- X 28-	
CV THERAPEUTICS INC	COM	126667104	9,437	676	X	28-	
CA INC	COM	12673P105	685,412 384,235	30,261 16,964	X X	28- X 28-	
CABELAS INC	COM	126804301	19,304 14,840	800 615	X X	X 28- 28-	
CABLEVISION SYS CORP	CL A NY CABLVS	12686C109	128,160	4,500	X	X 28-	

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CABOT CORP	COM	127055101	7,189 17,428	165 400	X X	28- X 28-
CABOT MICROELECTRONICS CORP	COM	12709P103	747 3,801	22 112	X X	28- X 28-
COLUMN TOTAL			45,866,390			

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				ITEM 6:			
				ITEM 3:	ITEM 4:	ITEM 5:	INVESTMENT
ITEM 1:	ITEM 2:	ITEM 3:	ITEM 4:	ITEM 5:	ITEM 6:	ITEM 7:	ITEM 8:
NAME OF ISSUER	TITLE OF CLASS	CUSIP NUMBER	FAIR MARKET VALUE	SHARES OR PRINCIPAL AMOUNT	DISCRETION (B) SHARED (A) SOLE (C) OTH I	MA	MA
CABOT OIL & GAS CORP	COM	127097103	4,852	80	X	28-	
CACI INTL INC	CL A	127190304	7,628	135	X	28-	
CADBURY SCHWEPPES PLC	ADR	127209302	94,360 137,376 582,303 390,663	2,198 3,200 13,564 9,100	X X X X	28- X 28- 28- X 28-	
CADENCE FINL CORP	COM	12738A101	151,690	7,000	X	X 28-	
CADENCE DESIGN SYSTEM INC	NOTE	8 127387AB4	2,380,000	20,000	X	28-	
CADENCE DESIGN SYSTEM INC	COM	127387108	896 34,172	50 1,908	X X	X 28- 28-	
CALAMOS CONV & HIGH INCOME F	COM SHS	12811P108	243,203 406,239	14,058 23,482	X X	28- X 28-	
CALAMOS CONV OPP AND INC FD	SH BEN INT	128117108	41,859	2,061	X	X 28-	
CALGON CARBON CORP	COM	129603106	62,000	10,000	X	28-	
CALIFORNIA COASTAL CMNTYS IN	COM NEW	129915203	21	1	X	28-	
CALIFORNIA WTR SVC GROUP	COM	130788102	40,804 6,060 8,080	1,010 150 200	X X X	28- X 28- 28-	
CALLAWAY GOLF CO	COM	131193104	2,882 1,441 19,756	200 100 1,371	X X X	28- X 28- 28-	
CAMBRIDGE DISPLAY TECH INC	COM	132193103	3,570 61,697	500 8,641	X X	28- 28-	
CAMDEN NATL CORP	COM	133034108	1,069,984	23,200	X	28-	
CAMDEN PPTY TR	SH BEN INT	133131102	3,916,709 111,514	53,036 1,510	X X	28- X 28-	

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COLUMN TOTAL

9,779,759

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				ITEM 6:		
ITEM 1:	ITEM 2:	ITEM 3:	ITEM 4:	ITEM 5:	INVESTMENT	
NAME OF ISSUER	TITLE OF CLASS	CUSIP NUMBER	FAIR MARKET VALUE	SHARES OR PRINCIPAL AMOUNT	(B) SHARED	(A) SOLE (C) OTH I
CAMECO CORP	COM	13321L108	56,832	1,405	X	28-
			244,723	6,050	X	X 28-
			85,066	2,103	X	28-
			323,600	8,000	X	28-
			1,133	28	X	X 28-
CAMERON INTERNATIONAL CORP	COM	13342B105	11,194	211	X	28-
			744,079	14,026	X	X 28-
CAMPBELL SOUP CO	COM	134429109	6,630,395	170,491	X	28-
			55,560,976	1,428,670	X	X 28-
			272	7	X	28-
			213,895	5,500	X	28-
			365,488	9,398	X	28-
			143,582	3,692	X	X 28-
CANADIAN NATL RY CO	COM	136375102	48,839	1,135	X	28-
			177,499	4,125	X	X 28-
CANADIAN NAT RES LTD	COM	136385101	56,158	1,055	X	28-
			10,646	200	X	X 28-
			200,251	3,762	X	28-
			13,414	252	X	28-
			79,845	1,500	X	X 28-
CANADIAN PAC RY LTD	COM	13645T100	1,372	26	X	28-
			167,513	3,175	X	X 28-
CANDELA CORP	COM	136907102	1,707	138	X	28-
CANETIC RES TR	COM	137513107	13,890	1,000	X	X 28-
CANO PETE INC	COM	137801106	1,096	200	X	X 28-
CANON INC	ADR	138006309	99,202	1,753	X	28-
			199,084	3,518	X	X 28-
			737,311	13,029	X	28-
CAPE FEAR BK CORP	COM	139380109	218,526	19,687	X	X 28-
CAPITAL CROSSING BK	COM	140071101	7,337,388	246,552	X	28-
	COLUMN TOTAL		73,744,976			

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ITEM 1: NAME OF ISSUER	ITEM 2: TITLE OF CLASS	ITEM 3: CUSIP NUMBER	ITEM 4: FAIR MARKET VALUE	ITEM 5: SHARES OR PRINCIPAL AMOUNT	ITEM 6: INVESTMENT DISCRETION (B) SHARED (A) SOLE (C) OTH I		
CAPITAL ONE FINL CORP	COM	14040H105	1,422,322	18,515	X	28-	
			1,879,094	24,461	X	X 28-	
			1,457,583	18,974	X	28-	
			17,515	228	X	28-	
CAPITAL TRUST INC MD	CL A NEW	14052H506	4,994	100	X	X 28-	
CAPITALSOURCE INC	COM	14055X102	37,005	1,355	X	X 28-	
			114,702	4,200	X	28-	
CAPITOL BANCORP LTD	COM	14056D105	31,277	677	X	28-	
CAPITOL FED FINL	COM	14057C106	23,052	600	X	28-	
CAPSTONE TURBINE CORP	COM	14067D102	2,042	1,660	X	28-	
CARDICA INC	COM	14141R101	14,160	3,000	X	28-	
CARDINAL HEALTH INC	COM	14149Y108	13,240,687	205,505	X	28-	
			6,875,647	106,715	X	X 28-	
			72,935	1,132	X	28-	
			154,696	2,401	X	28-	
			56,956	884	X	28-	
95,807	1,487	X	X 28-				
CAREMARK RX INC	COM	141705103	154,254	2,701	X	28-	
			105,082	1,840	X	X 28-	
			393,831	6,896	X	28-	
			115,419	2,021	X	28-	
CARLISLE COS INC	COM	142339100	737,900	9,400	X	28-	
			306,700	3,907	X	X 28-	
			72,220	920	X	28-	
CARMAX INC	COM	143130102	17,805	332	X	28-	
			7,133	133	X	X 28-	
CARNIVAL PLC	ADR	14365C103	591,290	11,774	X	28-	
CARNIVAL CORP	DBCV 1.132%	143658AV4	6,978,180	95,920	X	28-	
COLUMN TOTAL			34,980,288				

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ITEM 1:	ITEM 2:	ITEM 3:	ITEM 4:	ITEM 5:	INVESTMENT		
NAME OF ISSUER	TITLE OF CLASS	CUSIP NUMBER	FAIR MARKET VALUE	SHARES OR PRINCIPAL AMOUNT	(B) SHARED	(A) SOLE	(C) OTH I
CARNIVAL CORP	PAIRED CTF	143658300	7,806,798	159,160	X		28-
			3,253,192	66,324	X	X	28-
			1,913	39	X		28-
			436,545	8,900	X		28-
			24,525	500	X		28-
			114,090	2,326	X	X	28-
CARPENTER TECHNOLOGY CORP	COM	144285103	11,753,918	114,650	X		28-
			291,567	2,844	X	X	28-
			513	5	X		28-
CASCADE CORP	COM	147195101	5,290	100	X	X	28-
CASEYS GEN STORES INC	COM	147528103	81,624	3,466	X		28-
CASUAL MALE RETAIL GRP INC	COM	148711104	31,385	2,405	X		28-
CATALINA MARKETING CORP	COM	148867104	4,098	149	X		28-
CATALYTICA ENERGY SYS INC	COM	148884109	1,542	745	X		28-
CATERPILLAR INC DEL	COM	149123101	12,020,251	195,993	X		28-
			10,209,850	166,474	X	X	28-
			376,505	6,139	X		28-
			229,988	3,750	X		28-
			290,888	4,743	X		28-
			306,711	5,001	X	X	28-
CATO CORP NEW	CL A	149205106	28,317	1,236	X		28-
CEDAR FAIR L P	DEPOSITRY UNIT	150185106	2,980,301	107,128	X		28-
			229,515	8,250	X	X	28-
			2,782	100	X		28-
CEDAR SHOPPING CTRS INC	COM NEW	150602209	19,092	1,200	X	X	28-
CELANESE CORP DEL	PFD 4.25% CONV	150870202	5,220,000	145,000	X		28-
CELGENE CORP	COM	151020104	244,790	4,255	X		28-
			215,162	3,740	X	X	28-
			4,257	74	X		28-
			34,518	600	X		28-
	COLUMN TOTAL		56,219,927				

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ITEM 1: NAME OF ISSUER	ITEM 2: TITLE OF CLASS	ITEM 3: CUSIP NUMBER	ITEM 4: FAIR MARKET VALUE	ITEM 5: SHARES OR PRINCIPAL AMOUNT	INVESTMENT DISCRETION (B) SHARED (A) SOLE (C) OTH I	
CEMEX SAB DE CV	SPON ADR 5 ORD	151290889	59,764	1,764	X	28-
			67,963	2,006	X	X 28-
			77,721	2,294	X	28-
			55,157	1,628	X	28-
CENTENE CORP DEL	COM	15135B101	15,725	640	X	28-
CENTERPOINT ENERGY INC	NOTE 3.750% 5	15189TAM9	5,083,750	35,000	X	28-
CENTERPOINT ENERGY INC	COM	15189T107	112,528	6,787	X	28-
			350,004	21,110	X	X 28-
			2,238	135	X	28-
			6,632	400	X	28-
CENTERPLATE INC	UNIT 99/99/999	15200E204	58,900	3,100	X	X 28-
CENTEX CORP	COM	152312104	12,098	215	X	28-
			90,651	1,611	X	28-
			2,926	52	X	28-
			92,846	1,650	X	28-
CENTRAL EUROPE AND RUSSIA FD	COM	153436100	92,052	1,711	X	X 28-
CENTRAL FD CDA LTD	CL A	153501101	587,953	62,950	X	28-
			9,340	1,000	X	X 28-
CENTRAL PAC FINL CORP	COM	154760102	170,583	4,401	X	28-
			52,481	1,354	X	X 28-
CENTRAL SECS CORP	COM	155123102	142,124	5,333	X	28-
CENTURY ALUM CO	COM	156431108	807,629	18,088	X	28-
CENTURYTEL INC	COM	156700106	1,053,254	24,124	X	28-
			159,621	3,656	X	X 28-
			55,012	1,260	X	28-
CEPHALON INC	COM	156708109	28,657	407	X	28-
			833,232	11,834	X	28-
CERADYNE INC	COM	156710105	1,978	35	X	X 28-
COLUMN TOTAL			10,082,819			

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NAME OF REPORTING MANAGER-PNC FINANCIAL SERVICES

ITEM 1: NAME OF ISSUER	ITEM 2: TITLE OF CLASS	ITEM 3: CUSIP NUMBER	ITEM 4: FAIR MARKET VALUE	ITEM 5: SHARES OR PRINCIPAL AMOUNT	INVESTMENT DISCRETION (B) SHARED (A) SOLE (C) OTH I	
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CERIDIAN CORP NEW	COM	156779100	271,406	9,700	X	28-
			252,436	9,022	X	X 28-
			1,119	40	X	28-
CERNER CORP	COM	156782104	637	14	X	28-
CHAMPION ENTERPRISES INC	COM	158496109	936	100	X	28-
CHAPARRAL STL CO DEL	COM	159423102	619,780	14,000	X	X 28-
CHARLES RIV LABS INTL INC	COM	159864107	10,813	250	X	28-
			1,211	28	X	X 28-
CHARTERMAC	SH BEN INT	160908109	8,373	390	X	28-
			57,969	2,700	X	X 28-
			13,526	630	X	28-
			25,764	1,200	X	28-
			42,940	2,000	X	28-
CHARLOTTE RUSSE HLDG INC	COM	161048103	10,763	350	X	X 28-
CHARMING SHOPPES INC	COM	161133103	862,876	63,775	X	28-
			5,818	430	X	X 28-
CHARTER COMMUNICATIONS INC D	CL A	16117M107	566	185	X	X 28-
CHARTWELL DIVD & INCOME FD I	COM	16139P104	3,912	400	X	28-
			48,900	5,000	X	X 28-
CHATTEM INC	COM	162456107	15,925	318	X	28-
CHECKFREE CORP NEW	COM	162813109	310,156	7,723	X	28-
			94,697	2,358	X	X 28-
			3,132	78	X	28-
			18,956	472	X	28-
			14,980	373	X	X 28-
CHECKPOINT SYS INC	COM	162825103	1,313	65	X	28-
CHEESECAKE FACTORY INC	COM	163072101	63,173	2,568	X	28-
CHEMICAL FINL CORP	COM	163731102	116,350	3,494	X	28-
COLUMN TOTAL			2,878,427			

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ITEM 1:	ITEM 2:	ITEM 3:	ITEM 4:	ITEM 5:	ITEM 6:
NAME OF ISSUER	TITLE OF CLASS	CUSIP NUMBER	FAIR MARKET VALUE	SHARES OR PRINCIPAL AMOUNT	INVESTMENT DISCRETION (B) SHARED (A) SOLE (C) OTH I
CHEMTURA CORP	COM	163893100	116,706	12,119	X 28-
			16,159	1,678	X X 28-

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CHESAPEAKE ENERGY CORP	COM	165167107	311,707	10,730	X	28-
			349,617	12,035	X	X 28-
			55,195	1,900	X	28-
			12,261,163	422,071	X	28-
			12,259	422	X	X 28-
CHESAPEAKE UTILS CORP	COM	165303108	216,083	7,050	X	X 28-
			192,451	6,279	X	X 28-
CHEVRON CORP NEW	COM	166764100	149,046,339	2,027,014	X	28-
			132,821,724	1,806,361	X	X 28-
			2,334,210	31,745	X	28-
			1,709,867	23,254	X	28-
			3,312,747	45,053	X	28-
			3,420,616	46,520	X	X 28-
CHICAGO BRIDGE & IRON CO N V	N Y REGISTRY S	167250109	21,872	800	X	X 28-
CHICAGO MERCANTILE HLDGS INC	CL A	167760107	93,284	183	X	28-
			51,995	102	X	X 28-
CHICOS FAS INC	COM	168615102	177,934	8,600	X	28-
			79,036	3,820	X	X 28-
			12,580	608	X	28-
			20,690	1,000	X	28-
CHILE FD INC	COM	168834109	5,076	300	X	X 28-
CHILDRENS PL RETAIL STORES I	COM	168905107	953	15	X	28-
CHINA FD INC	COM	169373107	3,418	100	X	X 28-
CHINA MOBILE LIMITED	SPONSORED ADR	16941M109	112,934	2,613	X	28-
			52,426	1,213	X	X 28-
			15,127	350	X	28-
			12,966	300	X	X 28-
CHINA PETE & CHEM CORP	SPON ADR H SHS	16941R108	215,944	2,331	X	28-
COLUMN TOTAL			307,053,078			

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NAME OF REPORTING MANAGER-PNC FINANCIAL SERVICES

ITEM 1: NAME OF ISSUER	ITEM 2: TITLE OF CLASS	ITEM 3: CUSIP NUMBER	ITEM 4: FAIR MARKET VALUE	ITEM 5: SHARES OR PRINCIPAL AMOUNT	ITEM 6: INVESTMENT DISCRETION	
					(B) SHARED	(A) SOLE (C) OTH I
CHINA MED TECHNOLOGIES INC	SPONSORED ADR	169483104	14,889	550	X	28-
			27,070	1,000	X	X 28-
CHIPOTLE MEXICAN GRILL INC	CL A	169656105	63,954	1,122	X	28-
			114,000	2,000	X	X 28-

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CHIPOTLE MEXICAN GRILL INC	CL B	169656204	624 2,496	12 48	X X	28- 28-
CHOICE HOTELS INTL INC	COM	169905106	8,420 84,200 82,516 63,150	200 2,000 1,960 1,500	X X X X	28- 28- 28- 28-
CHIQUITA BRANDS INTL INC	*W EXP 03/19/2	170032114	1,166	476	X	28-
CHIQUITA BRANDS INTL INC	COM	170032809	447 3,194	28 200	X X	28- 28-
CHOICEPOINT INC	COM	170388102	94,512 7,876 4,844	2,400 200 123	X X X	28- 28- 28-
CHUBB CORP	COM	171232101	3,129,944 9,439,250 1,903,331 36,508 140,741	59,156 178,402 35,973 690 2,660	X X X X X	28- 28- 28- 28- 28-
CHUNGHWA TELECOM CO LTD	SPONSORED ADR	17133Q205	908	46	X	28-
CHURCH & DWIGHT INC	COM	171340102	5,949,675 7,570,375	139,500 177,500	X X	28- 28-
CHURCHILL DOWNS INC	COM	171484108	1,337,847 209,426 71,889	31,302 4,900 1,682	X X X	28- 28- 28-
CIENA CORP	COM NEW	171779309	388	14	X	28-
CIMAREX ENERGY CO	COM	171798101	147,241 569,400 1,022	4,034 15,600 28	X X X	28- 28- 28-
COLUMN TOTAL			31,081,303			

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NAME OF REPORTING MANAGER-PNC FINANCIAL SERVICES

ITEM 1: NAME OF ISSUER	ITEM 2: TITLE OF CLASS	ITEM 3: CUSIP NUMBER	ITEM 4: FAIR MARKET VALUE	ITEM 6: INVESTMENT		
				ITEM 5: SHARES OR PRINCIPAL AMOUNT	DISCRETION (B) SHARED (A) SOLE (C) OTH I	
CINCINNATI BELL INC NEW	COM	171871106	337,650 13,710	73,884 3,000	X X	28- 28-
CINCINNATI BELL INC NEW	PFD CV DEP1/20	171871403	73,600	1,600	X	28-
CINCINNATI FINL CORP	COM	172062101	40,108,412 8,548,502 61,440	885,200 188,667 1,356	X X X	28- 28- 28-

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			984,949	21,738	X	28-
CIRCOR INTL INC	COM	17273K109	25,753	700	X	X 28-
CIRCUIT CITY STORE INC	COM	172737108	18,031	950	X	28-
			12,337	650	X	X 28-
CISCO SYS INC	COM	17275R102	140,524,410	5,141,764	X	28-
			84,009,742	3,073,902	X	X 28-
			864,940	31,648	X	28-
			1,518,564	55,564	X	28-
			2,901,954	106,182	X	28-
			969,696	35,481	X	X 28-
CITADEL BROADCASTING CORP	COM	17285T106	2,988	300	X	28-
CINTAS CORP	COM	172908105	8,037,423	202,403	X	28-
			4,876,626	122,806	X	X 28-
			124,888	3,145	X	28-
CITIZENS & NORTHN CORP	COM	172922106	475,200	21,600	X	28-
			416,064	18,912	X	X 28-
CITIGROUP INC	COM	172967101	166,101,578	2,982,075	X	28-
			140,246,863	2,517,897	X	X 28-
			919,774	16,513	X	28-
			4,013,352	72,053	X	28-
			5,557,078	99,768	X	28-
			4,061,310	72,914	X	28-
			2,172,690	39,007	X	X 28-
CITIZENS BKG CORP MICH	COM	174420109	325,950	12,300	X	28-
COLUMN TOTAL			618,305,474			

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FORM 13F

NAME OF REPORTING MANAGER-PNC FINANCIAL SERVICES

ITEM 1: NAME OF ISSUER	ITEM 2: TITLE OF CLASS	ITEM 3: CUSIP NUMBER	ITEM 4: FAIR MARKET VALUE	ITEM 5: SHARES OR PRINCIPAL AMOUNT	ITEM 6: INVESTMENT DISCRETION	
					(A) SOLE	(B) SHARED (C) OTH I
CITIZENS COMMUNICATIONS CO	COM	17453B101	32,491	2,261	X	28-
			1,238,665	86,198	X	X 28-
			111,368	7,750	X	28-
			7,357	512	X	28-
			50,999	3,549	X	X 28-
CITIZENS FIRST CORP	COM	17462Q107	159,100	10,000	X	28-
			45,964	2,889	X	28-
CITRIX SYS INC	COM	177376100	96,000	3,549	X	28-
			86,560	3,200	X	X 28-
			610,870	22,583	X	28-

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CITY HLDG CO	COM	177835105	269,506 1,512,930	6,591 37,000	X X	28- 28-
CITY NATL CORP	COM	178566105	974,301 386,046 1,424 19,580	13,684 5,422 20 275	X X X X	28- X 28- 28- 28-
CLAIRES STORES INC	COM	179584107	33,140	1,000	X	X 28-
CLARCOR INC	COM	179895107	6,762 228,218	200 6,750	X X	28- X 28-
CLARIENT INC	COM	180489106	34,400	20,000	X	28-
CLEAR CHANNEL COMMUNICATIONS	COM	184502102	516,076 557,623 199,664 7,108 7,534	14,521 15,690 5,618 200 212	X X X X X	28- X 28- 28- 28- X 28-
CLEAR CHANNEL OUTDOOR HLDGS	CL A	18451C109	18,616 9,294	667 333	X X	28- X 28-
CLEVELAND CLIFFS INC	COM	185896107	22,282 2,034 76,245	460 42 1,574	X X X	28- X 28- 28-
CLINICAL DATA INC NEW COLUMN TOTAL	COM	18725U109	56,175 7,378,332	3,500	X	X 28-

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FORM 13F

NAME OF REPORTING MANAGER-PNC FINANCIAL SERVICES

ITEM 1: NAME OF ISSUER	ITEM 2: TITLE OF CLASS	ITEM 3: CUSIP NUMBER	ITEM 4: FAIR MARKET VALUE	ITEM 5: SHARES OR PRINCIPAL AMOUNT	ITEM 6: INVESTMENT DISCRETION		
					(B) SHARED (A) SOLE	(C) OTH I	
CLOROX CO DEL	COM	189054109	10,771,747 4,810,929 6,415 129,391 333,580 19,245 404,145	167,915 74,995 100 2,017 5,200 300 6,300	X X X X X X X	28- X 28- 28- 28- 28- 28- X 28-	
COACH INC	COM	189754104	28,545,030 10,549,429 2,314,685 10,310 639,374 121,749	664,456 245,564 53,880 240 14,883 2,834	X X X X X X	28- X 28- 28- 28- 28- X 28-	
COASTAL FINL CORP DEL	COM	19046E105	59,329	3,542	X	28-	

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			38,559	2,302	X	X	28-
COCA COLA HELLENIC BTTLG CO	SPONSORED ADR	1912EP104	2,178	55	X		28-
COCA COLA CO	COM	191216100	87,900,161	1,821,765	X		28-
			72,192,615	1,496,220	X	X	28-
			304,506	6,311	X		28-
			353,528	7,327	X		28-
			2,421,330	50,183	X		28-
			2,705,715	56,077	X	X	28-
COCA COLA ENTERPRISES INC	COM	191219104	37,369	1,830	X	X	28-
			50,744	2,485	X		28-
COCA-COLA FEMSA S A DE C V	SPON ADR REP L	191241108	15,200	400	X		28-
COEUR D ALENE MINES CORP IDA	COM	192108108	11,138	2,250	X	X	28-
			4,490	907	X	X	28-
COGNEX CORP	COM	192422103	9,885	415	X		28-
			21,057	884	X		28-
COGNOS INC	COM	19244C109	93,412	2,200	X	X	28-
COGNIZANT TECHNOLOGY SOLUTIO	CL A	192446102	2,027,842	26,281	X		28-
			1,873,445	24,280	X	X	28-
			120,833	1,566	X		28-
COLUMN TOTAL			228,899,365				

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FORM 13F

NAME OF REPORTING MANAGER-PNC FINANCIAL SERVICES

ITEM 1: NAME OF ISSUER	ITEM 2: TITLE OF CLASS	ITEM 3: CUSIP NUMBER	ITEM 4: FAIR MARKET VALUE	ITEM 5: SHARES OR PRINCIPAL AMOUNT	ITEM 6: INVESTMENT DISCRETION		
					(B) SHARED (A) SOLE	(C) OTH I	
COHEN & STEERS INC	COM	19247A100	72,306 5,343	1,800 133	X X		28- 28-
COHEN & STEERS QUALITY RLTY	COM	19247L106	14,918 31,816	603 1,286	X X		28- 28-
COHEN & STEERS ADV INC RLTY	COM	19247W102	111 55,660	4 2,000	X X		28- X 28-
COHEN & STEERS REIT & PFD IN	COM	19247X100	95,387 255,750	3,077 8,250	X X		28- X 28-
COHERENT INC	COM	192479103	31,570 631 5,272	1,000 20 167	X X X		28- 28- 28-
COHEN & STEERS SELECT UTIL F	COM	19248A109	32,118 47,442	1,312 1,938	X X		28- X 28-

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COHU INC	COM	192576106	15,826	785	X	28-
COINSTAR INC	COM	19259P300	4,158	136	X	28-
COLDWATER CREEK INC	COM	193068103	5,640	230	X	28-
			154,476	6,300	X	X 28-
			64,586	2,634	X	28-
COLEY PHARMACEUTICAL GROUP I	COM	19388P106	969	100	X	X 28-
COLGATE PALMOLIVE CO	COM	194162103	37,122,212	569,010	X	28-
			29,975,497	459,465	X	X 28-
			277,988	4,261	X	28-
			97,860	1,500	X	28-
			203,549	3,120	X	28-
COLONIAL BANCGROUP INC	COM	195493309	665,508	25,855	X	X 28-
			2,677	104	X	28-
			16,911	657	X	28-
COLONIAL HIGH INCOME MUN TR	SH BEN INT	195743109	13,104	1,950	X	28-
			23,520	3,500	X	X 28-
COLUMN TOTAL			69,966,343			

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FORM 13F

NAME OF REPORTING MANAGER-PNC FINANCIAL SERVICES

ITEM 1: NAME OF ISSUER	ITEM 2: TITLE OF CLASS	ITEM 3: CUSIP NUMBER	ITEM 4: FAIR MARKET VALUE	ITEM 5: SHARES OR PRINCIPAL AMOUNT	ITEM 6: INVESTMENT DISCRETION		I MA
					(B) SHARED	(A) SOLE (C) OTH I	
COLONIAL INTERMARKET INCM TR	SH BEN INT	195762109	8,430	1,000	X	28-	
			1,686	200	X	X 28-	
COLONIAL MUN INCOME TR	SH BEN INT	195799101	19,992	3,400	X	X 28-	
COLONIAL PPTYS TR	COM SH BEN INT	195872106	25,268	539	X	X 28-	
			2,016	43	X	28-	
COLUMBIA LABS INC	COM	197779101	5,100	1,000	X	28-	
COLUMBUS MCKINNON CORP N Y	COM	199333105	64,426	3,065	X	28-	
COMCAST CORP NEW	CL A	20030N101	51,563,570	1,218,133	X	28-	
			15,743,628	371,926	X	X 28-	
			9,567	226	X	28-	
			454,751	10,743	X	28-	
			227,608	5,377	X	28-	
			294,405	6,955	X	X 28-	
COMCAST CORP NEW	CL A SPL	20030N200	8,229,588	196,504	X	28-	
			3,942,583	94,140	X	X 28-	

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			12,480	298	X	28-
			10,093	241	X	X 28-
COMERICA INC	COM	200340107	83,912	1,430	X	28-
			303,376	5,170	X	X 28-
			2,094,876	35,700	X	28-
COMM BANCORP INC	COM	200468106	881,680	20,600	X	28-
COMMERCE BANCORP INC NJ	COM	200519106	608,901	17,264	X	28-
			424,721	12,042	X	X 28-
			4,729,883	134,105	X	28-
COMMERCE BANCSHARES INC	COM	200525103	114,732	2,370	X	28-
			65,111	1,345	X	X 28-
COMMERCE GROUP INC MASS	COM	200641108	2,975	100	X	28-
			5,950	200	X	X 28-
			77,082	2,591	X	28-
COMMERCEFIRST BANCORP INC	COM	200845105	34,250	2,500	X	X 28-
COLUMN TOTAL			90,042,640			

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FORM 13F

NAME OF REPORTING MANAGER-PNC FINANCIAL SERVICES

ITEM 1: NAME OF ISSUER	ITEM 2: TITLE OF CLASS	ITEM 3: CUSIP NUMBER	ITEM 4: FAIR MARKET VALUE	ITEM 5: SHARES OR PRINCIPAL AMOUNT	ITEM 6: INVESTMENT DISCRETION	
					(B) SHARED (A) SOLE	(C) OTH I
COMMERCIAL METALS CO	COM	201723103	1,522	59	X	X 28-
			4,902	190	X	28-
			15,480	600	X	28-
			748,200	29,000	X	28-
COMMONWEALTH TEL ENTERPRISES	COM	203349105	54,376	1,299	X	28-
			97,994	2,341	X	X 28-
COMMSCOPE INC	COM	203372107	97,414	3,196	X	28-
COMMUNITY BANCSHARES INC S C	COM	20343F100	39,648	2,353	X	X 28-
COMMUNITY BK SYS INC	COM	203607106	176,663	7,681	X	28-
			36,800	1,600	X	X 28-
COMMUNITY BKS INC MILLERSBUR	COM	203628102	66,624	2,400	X	28-
			186,658	6,724	X	X 28-
COMMUNITY CAP CORP S C	COM	20363C102	27,227	1,323	X	28-
COMMUNITY HEALTH SYS INC NEW	COM	203668108	4,565	125	X	28-
			2,118	58	X	X 28-
COMMUNITY SHORES BANK CORP	COM	204046106	1,242	93	X	28-

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COMMUNITY TR BANCORP INC	COM	204149108	671,000 32,393	16,157 780	X X	28- 28-
COMPANHIA SIDERURGICA NACION	SPONSORED ADR	20440W105	2,998 29,980	100 1,000	X X	28- X 28-
COMPANHIA DE BEBIDAS DAS AME	SPONSORED ADR	20441W104	263	6	X	28-
COMPANHIA DE BEBIDAS DAS AME	SPON ADR PFD	20441W203	139,422	2,857	X	28-
COMPANHIA VALE DO RIO DOCE	SPON ADR PFD	204412100	175,770	6,696	X	28-
COMPANHIA VALE DO RIO DOCE	SPONSORED ADR	204412209	53,532 35,688	1,800 1,200	X X	28- X 28-
COMPASS BANCSHARES INC	COM	20449H109	2,239,500 475,112 71,580	37,544 7,965 1,200	X X X	28- X 28- 28-
COLUMN TOTAL			5,488,671			

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FORM 13F

NAME OF REPORTING MANAGER-PNC FINANCIAL SERVICES

ITEM 1: NAME OF ISSUER	ITEM 2: TITLE OF CLASS	ITEM 3: CUSIP NUMBER	ITEM 4: FAIR MARKET VALUE	ITEM 5: SHARES OR PRINCIPAL AMOUNT	ITEM 6: INVESTMENT DISCRETION	
					(B) SHARED (A) SOLE	(C) OTH I
COMPASS MINERALS INTL INC	COM	20451N101	31,560 181,312	1,000 5,745	X X	28- X 28-
COMPLETE PRODUCTION SERVICES	COM	20453E109	25,080	1,183	X	28-
COMPUCREDIT CORP	COM	20478N100	40 1,030,522	1 25,886	X X	28- 28-
COMPUDYNE CORP	NOTE 6.250% 1	204795AA6	891,250	10,000	X	28-
COMPUDYNE CORP	COM PAR \$0.75	204795306	15,588	2,369	X	28-
COMPUTER PROGRAMS & SYS INC	COM	205306103	4,419	130	X	28-
COMPUTER SCIENCES CORP	COM	205363104	187,649 150,930 23,803 106,740	3,516 2,828 446 2,000	X X X X	28- X 28- 28- 28-
COMPX INTERNATIONAL INC	CL A	20563P101	1,008	50	X	28-
COMPUWARE CORP	COM	205638109	3,332	400	X	28-
COMTECH GROUP INC	COM NEW	205821200	1,466,114	80,600	X	X 28-
COMTECH TELECOMMUNICATIONS C	COM NEW	205826209	33,121	870	X	28-

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			918,210	24,119	X	28-
COMVERSE TECHNOLOGY INC	COM PAR \$0.10	205862402	9,500	450	X	28-
CONAGRA FOODS INC	COM	205887102	195,453	7,239	X	28-
			3,176,631	117,653	X	X 28-
			1,543,239	57,157	X	28-
			35,100	1,300	X	28-
			13,500	500	X	28-
			29,700	1,100	X	X 28-
CON-WAY INC	COM	205944101	26,732	607	X	28-
			8,808	200	X	X 28-
CONCURRENT COMPUTER CORP NEW	COM	206710204	1,267	700	X	28-
			25,573	14,129	X	28-
COLUMN TOTAL			10,136,181			

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ITEM 1: NAME OF ISSUER	ITEM 2: TITLE OF CLASS	ITEM 3: CUSIP NUMBER	ITEM 4: FAIR MARKET VALUE	ITEM 5: SHARES OR PRINCIPAL AMOUNT	ITEM 6: INVESTMENT DISCRETION (B) SHARED (A) SOLE (C) OTH I	
CONEXANT SYSTEMS INC	COM	207142100	70,176	34,400	X	28-
			1,224	600	X	X 28-
CONMED CORP	COM	207410101	11,560	500	X	X 28-
CONNECTICUT WTR SVC INC	COM	207797101	2,275	100	X	28-
CONOCOPHILLIPS	COM	20825C104	29,363,730	408,113	X	28-
			28,364,273	394,222	X	X 28-
			2,391,546	33,239	X	28-
			610,927	8,491	X	28-
			2,642,004	36,720	X	28-
			7,515,753	104,458	X	28-
			11,669,499	162,189	X	X 28-
CONSECO INC	PFD B CV 5.50%	208464867	4,988,000	200,000	X	28-
CONSOL ENERGY INC	COM	20854P109	155,831	4,850	X	28-
			249,008	7,750	X	X 28-
CONSOLIDATED COMM HLDGS INC	COM	209034107	8,360	400	X	X 28-
CONSOLIDATED EDISON INC	COM	209115104	9,687,403	201,527	X	28-
			8,956,258	186,317	X	X 28-
			327,116	6,805	X	28-
			284,959	5,928	X	X 28-
CONSOLIDATED GRAPHICS INC	COM	209341106	26,168	443	X	28-

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CONSOLIDATED TOMOKA LD CO	COM	210226106	66,970	925	X	28-
CONSTELLATION BRANDS INC	CL A	21036P108	1,204,533	41,507	X	28-
			230,535	7,944	X	X 28-
			1,667,925	57,475	X	28-
			233,611	8,050	X	28-
CONSTELLATION BRANDS INC	CL B	21036P207	26,047	896	X	X 28-
CONSTELLATION ENERGY GROUP I	COM	210371100	1,179,743	17,130	X	28-
			1,250,748	18,161	X	X 28-
			8,402	122	X	28-
			27,548	400	X	28-
COLUMN TOTAL			113,222,132			

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ITEM 1: NAME OF ISSUER	ITEM 2: TITLE OF CLASS	ITEM 3: CUSIP NUMBER	ITEM 4: FAIR MARKET VALUE	ITEM 5: SHARES OR PRINCIPAL AMOUNT	INVESTMENT DISCRETION (B) SHARED (A) SOLE (C) OTH I		
CONTINENTAL AIRLS INC	CL B	210795308	20,625	500	X	X	28-
CONVERGYS CORP	COM	212485106	2,141,841	90,069	X		28-
			127,223	5,350	X	X	28-
			14,268	600	X	X	28-
COOPER COS INC	COM NEW	216648402	61,855	1,390	X		28-
			168,878	3,795	X	X	28-
			490	11	X		28-
COOPER TIRE & RUBR CO	COM	216831107	379,665	26,550	X		28-
COPART INC	COM	217204106	54,600	1,820	X		28-
CORILLIAN CORP	COM	218725109	65,500	17,374	X		28-
CORN PRODS INTL INC	COM	219023108	190,592	5,518	X		28-
			1,137,955	32,946	X	X	28-
			4,145	120	X		28-
CORNING INC	COM	219350105	7,226,419	386,233	X		28-
			5,017,461	268,170	X	X	28-
			22,040	1,178	X		28-
			219,843	11,750	X		28-
			245,587	13,126	X	X	28-
CORPORATE EXECUTIVE BRD CO	COM	21988R102	1,403	16	X		28-
			20,522	234	X		28-
CORPORATE OFFICE PPTYS TR	SH BEN INT	22002T108	45,423	900	X		28-
			741,909	14,700	X	X	28-
			88,323	1,750	X	X	28-

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CORRECTIONS CORP AMER NEW	COM NEW	22025Y407	2,081	46	X	28-
			4,523	100	X	X 28-
CORUS BANKSHARES INC	COM	220873103	749,775	32,500	X	28-
CORUS ENTERTAINMENT INC	COM CL B NON V	220874101	128,521	3,574	X	28-
COLUMN TOTAL			18,881,467			

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ITEM 1:	ITEM 2:	ITEM 3:	ITEM 4:	ITEM 5:	ITEM 6:	
NAME OF ISSUER	TITLE OF CLASS	CUSIP NUMBER	FAIR MARKET VALUE	SHARES OR PRINCIPAL AMOUNT	DISCRETION (B) SHARED (A) SOLE (C) OTH I	
COSTCO WHSL CORP NEW	COM	22160K105	11,624,738	219,874	X	28-
			4,248,422	80,356	X	X 28-
			2,115	40	X	28-
			431,736	8,166	X	28-
			4,230	80	X	28-
COUNTRYWIDE FINANCIAL CORP	COM	222372104	2,156,969	50,812	X	28-
			1,509,904	35,569	X	X 28-
			17,914	422	X	28-
			147,047	3,464	X	X 28-
COVANCE INC	COM	222816100	3,580,314	60,776	X	28-
			677,406	11,499	X	X 28-
			4,713	80	X	28-
			11,782	200	X	X 28-
COVANTA HLDG CORP	COM	22282E102	3,086	140	X	28-
			2,116	96	X	X 28-
COVENTRY HEALTH CARE INC	COM	222862104	153,804	3,073	X	28-
			34,084	681	X	X 28-
			300	6	X	28-
CRANE CO	COM	224399105	124,832	3,407	X	28-
CREDIT SUISSE ASSET MGMT INC	COM	224916106	87,600	20,000	X	X 28-
CRAY INC	COM NEW	225223304	2,970	250	X	28-
CREDIT SUISSE GROUP	SPONSORED ADR	225401108	134,112	1,920	X	28-
			2,794	40	X	X 28-
			15,926	228	X	28-
CREE INC	COM	225447101	17,320	1,000	X	X 28-
			2,789	161	X	28-
			85,734	4,950	X	28-
CRESCENT REAL ESTATE EQUITIE	COM	225756105	138,546	7,015	X	X 28-

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CRESCENT REAL ESTATE EQUITIE	PFD CV A 6.75%	225756204	18,073	826	X	X 28-
CROCS INC	COM	227046109	129,600	3,000	X	X 28-
COLUMN TOTAL			25,370,976			

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				ITEM 6:			
ITEM 1:	ITEM 2:	ITEM 3:	ITEM 4:	ITEM 5:	ITEM 6:		
NAME OF ISSUER	TITLE OF CLASS	CUSIP NUMBER	FAIR MARKET VALUE	SHARES OR PRINCIPAL AMOUNT	DISCRETION (B) SHARED (A) SOLE	INVESTMENT (C) OTH I	
CROSS TIMBERS RTY TR	TR UNIT	22757R109	50,610	1,000	X	28-	
CROSSTEX ENERGY INC	COM	22765Y104	14,261	450	X	28-	
CROWN CASTLE INTL CORP	COM	228227104	68,799 650,845 43,444	2,130 20,150 1,345	X X X	28- X 28- 28-	
CROWN HOLDINGS INC	COM	228368106	71,128 64,852	3,400 3,100	X X	28- X 28-	
CRYPTOLOGIC INC	COM	228906103	606,699	26,196	X	28-	
CRYSTALLEX INTL CORP	COM	22942F101	3,620	1,000	X	28-	
CTRIP COM INTL LTD	ADR	22943F100	4,802	77	X	28-	
CUBIC CORP	COM	229669106	8,680	400	X	28-	
CULLEN FROST BANKERS INC	COM	229899109	3,293	59	X	28-	
CUMMINS INC	COM	231021106	12,704,232 5,408,980 76,462 904,786 166,043	107,499 45,769 647 7,656 1,405	X X X X X	28- X 28- 28- 28- X 28-	
CUMULUS MEDIA INC	CL A	231082108	2,338	225	X	28-	
CURTISS WRIGHT CORP	COM	231561101	4,895 7,416	132 200	X X	28- X 28-	
CYBERSOURCE CORP	COM	23251J106	16,177	1,468	X	28-	
CYBERONICS INC	COM	23251P102	10,320	500	X	28-	
CYBEROPTICS CORP	COM	232517102	17,500	1,379	X	28-	
CYPRESS SEMICONDUCTOR CORP	COM	232806109	801,325	47,500	X	X 28-	
COLUMN TOTAL			21,711,507				

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PAGE	62 OF	228	FORM 13F	NAME OF REPORTING MANAGER-PNC FINANCIAL SERVICES		
				ITEM 6:		
ITEM 1:	ITEM 2:	ITEM 3:	ITEM 4:	ITEM 5:	INVESTMENT	
NAME OF ISSUER	TITLE OF CLASS	CUSIP NUMBER	FAIR MARKET VALUE	SHARES OR PRINCIPAL AMOUNT	DISCRETION (B) SHARED (A) SOLE	(C) OTH I
CYTEC INDS INC	COM	232820100	86,460	1,530	X	28-
			111,381	1,971	X	X 28-
			92,055	1,629	X	28-
			77,475	1,371	X	X 28-
CYTOGEN CORP	COM NEW	232824300	466	200	X	X 28-
CYTYC CORP	COM	232946103	138,670	4,900	X	28-
			3,622	128	X	X 28-
			15,084	533	X	28-
DNP SELECT INCOME FD	COM	23325P104	337,357	31,179	X	28-
			464,459	42,926	X	X 28-
			344,541	31,843	X	28-
DPL INC	COM	233293109	369,252	13,292	X	28-
			296,413	10,670	X	X 28-
			563,073	20,269	X	28-
DRS TECHNOLOGIES INC	COM	23330X100	7,902	150	X	X 28-
			1,106	21	X	28-
			19,439	369	X	28-
D R HORTON INC	COM	23331A109	154,622	5,837	X	28-
DST SYS INC DEL	COM	233326107	18,476	295	X	28-
			12,526	200	X	X 28-
DTE ENERGY CO	COM	233331107	130,610	2,698	X	28-
			84,330	1,742	X	X 28-
			16,314	337	X	28-
			20,477	423	X	X 28-
DTF TAX-FREE INCOME INC	COM	23334J107	52,393	3,456	X	28-
			44,419	2,930	X	X 28-
DSW INC	CL A	23334L102	2,970	77	X	28-
			35,484	920	X	28-
DWS MULTI MKT INCOME TR	SHS	23338L108	33,611	3,150	X	X 28-
DWS MUN INCOME TR	COM	23338M106	22,160	2,000	X	X 28-
COLUMN TOTAL			3,557,147			

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PAGE	63 OF	228	FORM 13F	NAME OF REPORTING MANAGER-PNC FINANCIAL SERVICES				
				ITEM 6:				
				ITEM 3:	ITEM 4:	ITEM 5:	INVESTMENT	
ITEM 1:	ITEM 2:	ITEM 3:	ITEM 4:	ITEM 5:	INVESTMENT		DISCRETION	
NAME OF ISSUER	TITLE OF CLASS	CUSIP NUMBER	FAIR MARKET VALUE	SHARES OR PRINCIPAL AMOUNT	(B) SHARED	(A) SOLE	(C) OTH	I
DWS STRATEGIC MUN INCOME TR	COM	23338T101	6,130	500	X			28-
DWS RREEF REAL ESTATE FD II	COM	23338X102	38,640	2,000	X	X		28-
DADE BEHRING HLDGS INC	COM	23342J206	8,480	213	X			28-
DAKTRONICS INC	COM	234264109	5,528	150	X			28-
			147,032	3,990	X			28-
DANAHER CORP DEL	COM	235851102	4,210,213	58,120	X			28-
			6,047,798	83,487	X	X		28-
			25,354	350	X			28-
			14,488	200	X			28-
DARDEN RESTAURANTS INC	COM	237194105	1,222,935	30,444	X			28-
			1,829,422	45,542	X	X		28-
			2,410	60	X			28-
			48,244	1,201	X			28-
DASSAULT SYS S A	SPONSORED ADR	237545108	2,854	54	X			28-
			2,854	54	X	X		28-
DATATRAK INTL INC	COM	238134100	5,020	1,000	X	X		28-
DAVITA INC	COM	23918K108	3,413	60	X			28-
			8,873	156	X			28-
DAWSON GEOPHYSICAL CO	COM	239359102	7,286	200	X			28-
			1,093	30	X	X		28-
DAYSTAR TECHNOLOGIES INC	COM	23962Q100	3,740	1,000	X	X		28-
DEAN FOODS CO NEW	COM	242370104	1,261,297	29,832	X			28-
			344,371	8,145	X	X		28-
			10,063	238	X			28-
DEARBORN BANCORP INC	COM	24242R108	598,139	31,481	X			28-
DECKERS OUTDOOR CORP	COM	243537107	11,990	200	X			28-
DECODE GENETICS INC	COM	243586104	6,795	1,500	X			28-
DECORATOR INDS INC	COM PAR \$0.20	243631207	739	100	X	X		28-
	COLUMN TOTAL		15,875,201					

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				ITEM 6:				
				ITEM 3:	ITEM 4:	ITEM 5:	INVESTMENT	
ITEM 1:	ITEM 2:	ITEM 3:	ITEM 4:	ITEM 5:	ITEM 6:	ITEM 7:	ITEM 8:	ITEM 9:
NAME OF ISSUER	TITLE OF CLASS	CUSIP NUMBER	FAIR MARKET VALUE	SHARES OR PRINCIPAL AMOUNT	DISCRETION (B) SHARED (A) SOLE	(C) OTH I	MA	MA
DEERE & CO	COM	244199105	1,702,799 2,015,009 17,588 14,261	17,911 21,195 185 150	X X X X	28- 28- 28- 28-		
DEERFIELD TRIARC CAP CORP	COM	244572301	39,362 135,440	2,325 8,000	X X	28- 28-		
DEL MONTE FOODS CO	COM	24522P103	526,241 712,395 7,258 74,728	47,710 64,587 658 6,775	X X X X	28- 28- 28- 28-		
DELL INC	COM	24702R101	16,392,200 9,439,761 11,592 80,213 137,995 103,446 268,463	653,336 376,236 462 3,197 5,500 4,123 10,700	X X X X X X X	28- 28- 28- 28- 28- 28- 28-		
DELPHI FINL GROUP INC	CL A	247131105	1,497 12,138 28,484	37 300 704	X X X	28- 28- 28-		
DELTA & PINE LD CO	COM	247357106	2,265	56	X	28-		
DELTA NAT GAS INC	COM	247748106	70,823 8,775 212,970	2,825 350 8,495	X X X	28- 28- 28-		
DELTA PETE CORP	COM NEW	247907207	7,975,100	344,348	X	28-		
DENBURY RES INC	COM NEW	247916208	17,397 39,462	626 1,420	X X	28- 28-		
DELUXE CORP	COM	248019101	16,128 8,946	640 355	X X	28- 28-		
DENDREON CORP	COM	24823Q107	25,787	6,184	X	28-		
DENDRITE INTL INC	COM	248239105	246	23	X	28-		
COLUMN TOTAL			40,098,769					

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PAGE	65 OF	228	FORM 13F	NAME OF REPORTING MANAGER-PNC FINANCIAL SERVICES	ITEM 6:
ITEM 1:	ITEM 2:	ITEM 3:	ITEM 4:	ITEM 5:	INVESTMENT
NAME OF ISSUER	TITLE OF CLASS	CUSIP NUMBER	FAIR MARKET VALUE	SHARES OR PRINCIPAL AMOUNT	DISCRETION (B) SHARED (A) SOLE (C) OTH I
DENNYS CORP	COM	24869P104	105,975	22,500	X X 28-
DENTSPLY INTL INC NEW	COM	249030107	113,430 498,495 170,832	3,800 16,700 5,723	X X 28- X X 28- X 28-
DESERT CMNTY BK VICTORVILLE	COM	25037Y109	290,466	16,300	X 28-
DEUTSCHE TELEKOM AG	SPONSORED ADR	251566105	26,263 3,010,771 83,593 4,368	1,443 165,427 4,593 240	X 28- X X 28- X 28- X 28-
DEVELOPERS DIVERSIFIED RLTY	COM	251591103	340,434 533,627	5,408 8,477	X 28- X X 28-
DEVON ENERGY CORP NEW	COM	25179M103	667,580 621,697 9,861 87,741	9,952 9,268 147 1,308	X 28- X X 28- X 28- X 28-
DEVRY INC DEL	COM	251893103	15,652	559	X 28-
DEXCOM INC	COM	252131107	5,916	600	X 28-
DIAGEO P L C	SPON ADR NEW	25243Q205	561,594 2,275,007 875,979 579,122 23,793 158,620	7,081 28,685 11,045 7,302 300 2,000	X 28- X X 28- X 28- X 28- X 28- X X 28-
DIAMOND OFFSHORE DRILLING IN	COM	25271C102	5,025,108 1,996,102 41,969	62,861 24,970 525	X 28- X X 28- X 28-
DIAMONDS TR	UNIT SER 1	252787106	5,162,020 6,973,181 3,135,132	41,492 56,050 25,200	X 28- X X 28- X 28-
DICKS SPORTING GOODS INC	COM	253393102	14,893 142,071	304 2,900	X 28- X X 28-
COLUMN TOTAL			33,551,292		

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ITEM 6:
ITEM 5: INVESTMENT

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ITEM 1: NAME OF ISSUER	ITEM 2: TITLE OF CLASS	ITEM 3: CUSIP NUMBER	ITEM 4: FAIR MARKET VALUE	SHARES OR PRINCIPAL AMOUNT	DISCRETION (B) SHARED (A) SOLE (C) OTH I	MA
DIEBOLD INC	COM	253651103	74,234	1,593	X	28-
			166,595	3,575	X	X 28-
			215,292	4,620	X	28-
			6,990	150	X	X 28-
DIGENE CORP	COM	253752109	81,464	1,700	X	28-
			9,584	200	X	X 28-
DIGITAL INSIGHT CORP	COM	25385P106	6,736	175	X	28-
			13,433	349	X	28-
DIGITAL RIV INC	COM	25388B104	2,845	51	X	28-
			34,255	614	X	28-
			27,895	500	X	28-
DIGITAL MUSIC GROUP INC	COM	25388X106	3,123	656	X	28-
DIME CMNTY BANCSHARES	COM	253922108	119,085	8,500	X	X 28-
DIME BANCORP INC NEW	*W EXP 99/99/9	25429Q110	300	2,100	X	28-
			286	2,000	X	X 28-
DIODES INC	COM	254543101	1,252,444	35,300	X	X 28-
			25,333	714	X	28-
DIONEX CORP	COM	254546104	48,997	864	X	X 28-
DIRECT GEN CORP	COM	25456W204	20,640	1,000	X	28-
DIRECTV GROUP INC	COM	25459L106	350,282	14,045	X	28-
			320,529	12,852	X	X 28-
			786,358	31,530	X	28-
			4,090	164	X	28-
			4,614	185	X	X 28-
DISCOVERY LABORATORIES INC N	COM	254668106	23,600	10,000	X	28-
			3,540	1,500	X	X 28-
DISCOVERY HOLDING CO	CL A COM	25468Y107	496,747	30,873	X	28-
			228,381	14,194	X	X 28-
			1,432	89	X	28-
			38,777	2,410	X	28-
	COLUMN TOTAL		4,367,881			

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NAME OF REPORTING MANAGER-PNC FINANCIAL SERVICES

ITEM 1: NAME OF ISSUER	ITEM 2: TITLE OF CLASS	ITEM 3: CUSIP NUMBER	ITEM 4: FAIR MARKET VALUE	ITEM 5: SHARES OR PRINCIPAL AMOUNT	ITEM 6: INVESTMENT DISCRETION (B) SHARED (A) SOLE (C) OTH I	MA
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DISNEY WALT CO	COM DISNEY	254687106	89,444,460	2,609,993	X	28-
			54,604,961	1,593,375	X	X 28-
			331,562	9,675	X	28-
			2,193,623	64,010	X	28-
			957,435	27,938	X	28-
			694,379	20,262	X	X 28-
DISTRIBUTED ENERGY SYS CORP	COM	25475V104	3,240	900	X	28-
			70,189	19,497	X	28-
DIVERSA CORP	COM	255064107	99,073	9,106	X	28-
DOCUCORP INTL INC	COM	255911109	1,364	134	X	X 28-
DOBSON COMMUNICATIONS CORP	CL A	256069105	71,640	8,225	X	28-
DR REDDYS LABS LTD	ADR	256135203	84,848	4,662	X	28-
DOLBY LABORATORIES INC	COM	25659T107	4,746	153	X	X 28-
			8,251	266	X	28-
DOLLAR GEN CORP	COM	256669102	439,225	27,349	X	28-
			144,540	9,000	X	X 28-
			426,409	26,551	X	28-
DOLLAR THRIFTY AUTOMOTIVE GP	COM	256743105	4,561	100	X	28-
DOLLAR TREE STORES INC	COM	256747106	24,802	824	X	28-
DOMINION RES BLACK WARRIOR T	UNITS BEN INT	25746Q108	10,572	400	X	28-
			39,645	1,500	X	X 28-
DOMINION RES INC VA NEW	COM	25746U109	27,579,923	328,959	X	28-
			24,537,201	292,667	X	X 28-
			232,740	2,776	X	28-
			188,305	2,246	X	28-
			308,112	3,675	X	28-
			1,020,249	12,169	X	X 28-
DONALDSON INC	COM	257651109	1,885,655	54,326	X	28-
			433,875	12,500	X	X 28-
			902	26	X	28-
			248,524	7,160	X	28-
COLUMN TOTAL			206,095,011			

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NAME OF REPORTING MANAGER-PNC FINANCIAL SERVICES

ITEM 1: NAME OF ISSUER	ITEM 2: TITLE OF CLASS	ITEM 3: CUSIP NUMBER	ITEM 4: FAIR MARKET VALUE	ITEM 6: INVESTMENT DISCRETION		
				ITEM 5: SHARES OR PRINCIPAL AMOUNT	(B) SHARED	(A) SOLE (C) OTH I
DONEGAL GROUP INC	CL A	257701201	85,961	4,388	X	28-

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DONEGAL GROUP INC	CL B	257701300	10,725	616	X	28-
DONNELLEY R R & SONS CO	COM	257867101	649,494	18,275	X	28-
			775,945	21,833	X	X 28-
			1,605,982	45,188	X	28-
DORAL FINL CORP	COM	25811P100	237,510	82,756	X	28-
DORCHESTER MINERALS LP	COM UNIT	25820R105	22,030	1,000	X	X 28-
			22,030	1,000	X	28-
DOUBLE EAGLE PETE CO	COM PAR \$0.10	258570209	19,665	801	X	X 28-
DOVER CORP	COM	260003108	11,922,742	243,222	X	28-
			6,172,647	125,921	X	X 28-
			258,581	5,275	X	28-
			224,414	4,578	X	28-
			156,864	3,200	X	28-
DOVER MOTORSPORTS INC	COM	260174107	1,062	200	X	X 28-
DOW CHEM CO	COM	260543103	27,456,547	688,134	X	28-
			23,166,898	580,624	X	X 28-
			234,812	5,885	X	28-
			446,880	11,200	X	28-
			142,363	3,568	X	28-
			363,888	9,120	X	X 28-
DOW JONES & CO INC	COM	260561105	89,376	2,352	X	28-
			136,800	3,600	X	X 28-
			31,350	825	X	X 28-
DOW 30 COVERED CALL FD INC	COM	260582101	26,225	1,250	X	X 28-
DREMAN/CLAYMORE DIVID & INC	COM	26153R100	12,317	536	X	X 28-
DRESS BARN INC	COM	261570105	55,992	2,400	X	X 28-
DRESSER-RAND GROUP INC	COM	261608103	119,903	4,900	X	28-
			819,745	33,500	X	X 28-
COLUMN TOTAL			75,268,748			

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NAME OF REPORTING MANAGER-PNC FINANCIAL SERVICES

ITEM 1: NAME OF ISSUER	ITEM 2: TITLE OF CLASS	ITEM 3: CUSIP NUMBER	ITEM 4: FAIR MARKET VALUE	ITEM 5: SHARES OR PRINCIPAL AMOUNT	ITEM 6: INVESTMENT DISCRETION	
					(B) SHARED (A) SOLE	(C) OTH I
DREW INDS INC	COM NEW	26168L205	5,202	200	X	X 28-
DREYFUS STRATEGIC MUNS INC	COM	261932107	46,300	5,000	X	X 28-

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DREYFUS STRATEGIC MUN BD FD	COM	26202F107	48,855	5,105	X	X	28-
DRIL-QUIP INC	COM	262037104	3,133	80	X		28-
			8,850	226	X		28-
			7,519	192	X		28-
DU PONT E I DE NEMOURS & CO	COM	263534109	60,167,517	1,235,219	X		28-
			85,806,951	1,761,588	X	X	28-
			1,615,711	33,170	X		28-
			228,937	4,700	X		28-
			1,057,543	21,711	X		28-
			13,835,588	284,040	X		28-
			27,876,782	572,301	X	X	28-
DUFF & PHELPS UTIL CORP BD T	COM	26432K108	34,860	3,000	X	X	28-
DUKE ENERGY CORP NEW	COM	26441C105	11,983,031	360,826	X		28-
			13,507,138	406,719	X	X	28-
			136,759	4,118	X		28-
			1,415,244	42,615	X		28-
			248,145	7,472	X		28-
			113,910	3,430	X	X	28-
DUKE REALTY CORP	COM NEW	264411505	5,468,616	133,707	X		28-
			10,064,590	246,078	X	X	28-
			40,900	1,000	X		28-
			53,170	1,300	X		28-
			179,960	4,400	X	X	28-
DUN & BRADSTREET CORP DEL NE	COM	26483E100	720,770	8,706	X		28-
			545,089	6,584	X	X	28-
			16,889	204	X		28-
			2,483,700	30,000	X		28-
			160,033	1,933	X	X	28-
DUQUESNE LT HLDGS INC	COM	266233105	186,173	9,379	X		28-
			474,514	23,905	X	X	28-
COLUMN TOTAL			238,542,379				

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NAME OF REPORTING MANAGER-PNC FINANCIAL SERVICES

ITEM 1: NAME OF ISSUER	ITEM 2: TITLE OF CLASS	ITEM 3: CUSIP NUMBER	ITEM 4: FAIR MARKET VALUE	ITEM 5: SHARES OR PRINCIPAL AMOUNT	ITEM 6: INVESTMENT DISCRETION		
					(A) SOLE	(B) SHARED (C) OTH I	
DYNAVAX TECHNOLOGIES CORP	COM	268158102	1,836	200	X	X	28-
			13,770	1,500	X		28-
DYNEGY INC NEW	CL A	26816Q101	12,952	1,789	X		28-
			905	125	X	X	28-
			80	11	X		28-
			50,680	7,000	X		28-
			101	14	X	X	28-

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E COM VENTURES INC	COM NEW	26830K205	19,216	800	X	28-
EDP ENERGIAS DE PORTUGAL S A	SPONSORED ADR	268353109	3,192	63	X	28-
EGL INC	COM	268484102	14,265	479	X	28-
E M C CORP MASS	COM	268648102	10,695,353	810,254	X	28-
			4,747,433	359,654	X	X 28-
			191,044	14,473	X	28-
			281,543	21,329	X	28-
			1,164,240	88,200	X	28-
			280,645	21,261	X	28-
			56,760	4,300	X	X 28-
EMS TECHNOLOGIES INC	COM	26873N108	40,060	2,000	X	28-
ENSCO INTL INC	COM	26874Q100	2,062,722	41,205	X	28-
			1,042,700	20,829	X	X 28-
			504,855	10,085	X	28-
ENI S P A	SPONSORED ADR	26874R108	1,346	20	X	X 28-
			942,593	14,010	X	28-
			52,949	787	X	X 28-
EOG RES INC	COM	26875P101	22,342,986	357,774	X	28-
			12,147,836	194,521	X	X 28-
			2,873	46	X	28-
			524,143	8,393	X	28-
			68,695	1,100	X	X 28-
E ON AG	SPONSORED ADR	268780103	3,389	75	X	28-
			740,122	16,378	X	28-
EPIQ SYS INC	COM	26882D109	13,627	803	X	28-
COLUMN TOTAL			58,024,911			

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NAME OF REPORTING MANAGER-PNC FINANCIAL SERVICES

ITEM 1: NAME OF ISSUER	ITEM 2: TITLE OF CLASS	ITEM 3: CUSIP NUMBER	ITEM 4: FAIR MARKET VALUE	ITEM 5: SHARES OR PRINCIPAL AMOUNT	ITEM 6: INVESTMENT DISCRETION	
					(A) SOLE	(B) SHARED (C) OTH I
E TRADE FINANCIAL CORP	COM	269246104	61,005	2,721	X	28-
			51,880	2,314	X	X 28-
			1,750,890	78,095	X	28-
EV3 INC	COM	26928A200	34,460	2,000	X	X 28-
EAGLE MATERIALS INC	COM	26969P108	73,491	1,700	X	28-
			47,423	1,097	X	X 28-
			51,228	1,185	X	28-

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EAST WEST BANCORP INC	COM	27579R104	6,199	175	X	28-
EASTERN AMERN NAT GAS TR	SPERS RCT UNIT	276217106	84,240	3,000	X	X 28-
EASTERN INS HLDGS INC	COM	276534104	10,920	750	X	X 28-
EASTMAN CHEM CO	COM	277432100	94,066	1,586	X	28-
			334,271	5,636	X	X 28-
			67,495	1,138	X	28-
			17,793	300	X	28-
EASTMAN KODAK CO	NOTE 3.375%10	277461BE8	24,293,750	230,000	X	28-
EASTMAN KODAK CO	COM	277461109	429,493	16,647	X	28-
			409,394	15,868	X	X 28-
			32,121	1,245	X	28-
			77,400	3,000	X	X 28-
EATON CORP	COM	278058102	530,413	7,059	X	28-
			2,293,273	30,520	X	X 28-
			893,865	11,896	X	28-
			1,471,993	19,590	X	28-
EATON VANCE MI MUNI INCOME T	SH BEN INT	27826D106	14,050	1,000	X	X 28-
EATON VANCE PA MUNI INCOME T	SH BEN INT	27826T101	23,280	1,600	X	28-
EATON VANCE NJ MUNI INCOME T	SH BEN INT	27826V106	14,850	1,000	X	28-
EATON VANCE CORP	COM NON VTG	278265103	2,311	70	X	28-
			33,571	1,017	X	X 28-
			1,122	34	X	28-
COLUMN TOTAL			33,206,247			

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FORM 13F

NAME OF REPORTING MANAGER-PNC FINANCIAL SERVICES

ITEM 1: NAME OF ISSUER	ITEM 2: TITLE OF CLASS	ITEM 3: CUSIP NUMBER	ITEM 4: FAIR MARKET VALUE	ITEM 5: SHARES OR PRINCIPAL AMOUNT	ITEM 6: INVESTMENT DISCRETION	
					(A) SOLE	(B) SHARED (C) OTH I
EATON VANCE INS MUN BD FD	COM	27827X101	88,875	5,650	X	28-
			142,042	9,030	X	X 28-
EATON VANCE ENHANCED EQ INC	COM	278274105	17,615	840	X	28-
			73,668	3,513	X	X 28-
EATON VANCE ENH EQTY INC FD	COM	278277108	12,396	600	X	28-
			28,924	1,400	X	X 28-
EATON VANCE FLTING RATE INC	COM	278279104	14,067	762	X	28-
			63,355	3,432	X	X 28-
			9,230	500	X	28-

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EATON VANCE TAX ADVT DIV INC	COM	27828G107	55,740 46,766	2,000 1,678	X X	28- X 28-
EATON VANCE LTD DUR INCOME F	COM	27828H105	111,938 17,910	6,250 1,000	X X	28- X 28-
EATON VANCE INS MI MUN BD FD	COM	27828M104	14,360	1,000	X	X 28-
EATON VANCE INS NJ MUN BD FD	COM	27828R103	18,411	1,140	X	X 28-
EATON VANCE TX ADV GLBL DIV	COM	27828S101	40,956 374,680	1,585 14,500	X X	28- X 28-
EATON VANCE INS PA MUN BD FD	COM	27828W102	14,480 90,312	1,000 6,237	X X	28- X 28-
EATON VANCE TX MNG BY WRT OP	COM	27828Y108	10,185 20,370	500 1,000	X X	28- X 28-
EATON VANCE TXMGD GL BUYWR O	COM	27829C105	1,016,000 63,602	50,000 3,130	X X	X 28- 28-
EBAY INC	COM	278642103	1,673,456 435,143 829,992 38,640 631	55,652 14,471 27,602 1,285 21	X X X X X	28- X 28- 28- 28- X 28-
COLUMN TOTAL			5,323,744			

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FORM 13F

NAME OF REPORTING MANAGER-PNC FINANCIAL SERVICES

ITEM 1: NAME OF ISSUER	ITEM 2: TITLE OF CLASS	ITEM 3: CUSIP NUMBER	ITEM 4: FAIR MARKET VALUE	ITEM 5: SHARES OR PRINCIPAL AMOUNT	ITEM 6: INVESTMENT DISCRETION	
					(B) SHARED (A) SOLE	(C) OTH I
ECHOSTAR COMMUNICATIONS NEW	CL A	278762109	25,062 6,351 2,472 1,159,915 2,282	659 167 65 30,500 60	X X X X X	28- X 28- 28- 28- X 28-
ECLIPSYS CORP	COM	278856109	82,240 5,675	4,000 276	X X	28- 28-
ECOLAB INC	COM	278865100	6,046,223 2,474,474 135,238 13,876 45,200	133,766 54,745 2,992 307 1,000	X X X X X	28- X 28- 28- 28- X 28-
EDISON INTL	COM	281020107	295,347 267,377 3,320	6,494 5,879 73	X X X	28- X 28- 28-

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EDUCATION RLTY TR INC	COM	28140H104	2,954	200	X	X	28-
EDWARDS LIFESCIENCES CORP	COM	28176E108	49,439	1,051	X		28-
			50,803	1,080	X	X	28-
			10,067	214	X		28-
			4,704	100	X		28-
EDWARDS AG INC	COM	281760108	132,909	2,100	X		28-
			63,290	1,000	X	X	28-
EHEALTH INC	COM	28238P109	8,587	427	X		28-
EL PASO CORP	COM	28336L109	50,791	3,324	X		28-
			185,270	12,125	X	X	28-
			32,012	2,095	X		28-
ELAN PLC	ADR	284131208	46,241	3,135	X		28-
			198,152	13,434	X	X	28-
COLUMN TOTAL			11,400,271				

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FORM 13F

NAME OF REPORTING MANAGER-PNC FINANCIAL SERVICES

ITEM 1: NAME OF ISSUER	ITEM 2: TITLE OF CLASS	ITEM 3: CUSIP NUMBER	ITEM 4: FAIR MARKET VALUE	ITEM 5: SHARES OR PRINCIPAL AMOUNT	ITEM 6: INVESTMENT DISCRETION		I MA
					(B) SHARED	(A) SOLE (C) OTH I	
ELECTRONIC ARTS INC	COM	285512109	2,832,800	56,251	X		28-
			2,373,970	47,140	X	X	28-
			957	19	X		28-
			4,432	88	X		28-
			37,770	750	X		28-
			15,108	300	X	X	28-
ELECTRONIC DATA SYS NEW	COM	285661104	367,572	13,342	X		28-
			997,668	36,213	X	X	28-
			1,378	50	X		28-
			3,416	124	X		28-
			11,433	415	X	X	28-
EMBARQ CORP	COM	29078E105	163,777	3,116	X		28-
			633,926	12,061	X	X	28-
			158	3	X		28-
			10,512	200	X		28-
			2,418	46	X	X	28-
EMBRAER-EMPRESA BRASILEIRA D	SP ADR COM SHS	29081M102	4,143	100	X		28-
			141,276	3,410	X	X	28-
EMBRATEL PARTICIPACOES S A	SP ADR PFD NEW	29081N209	49	3	X		28-
EMDEON CORP	COM	290849108	18,027	1,455	X		28-
			49,795	4,019	X		28-

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EMERSON ELEC CO	COM	291011104	57,227,321	1,297,966	X	28-
			55,592,464	1,260,886	X	X 28-
			229,797	5,212	X	28-
			448,748	10,178	X	28-
			449,453	10,194	X	28-
			2,231,307	50,608	X	X 28-
EMPIRE DIST ELEC CO	COM	291641108	7,407	300	X	X 28-
EMULEX CORP	COM NEW	292475209	1,561	80	X	28-
ENBRIDGE INC	COM	29250N105	58,480	1,700	X	X 28-
ENBRIDGE ENERGY PARTNERS L P	COM	29250R106	158,542	3,210	X	28-
			1,651,355	33,435	X	X 28-
COLUMN TOTAL			125,727,020			

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FORM 13F

NAME OF REPORTING MANAGER-PNC FINANCIAL SERVICES

ITEM 1: NAME OF ISSUER	ITEM 2: TITLE OF CLASS	ITEM 3: CUSIP NUMBER	ITEM 4: FAIR MARKET VALUE	ITEM 5: SHARES OR PRINCIPAL AMOUNT	ITEM 6: INVESTMENT DISCRETION	
					(B) SHARED (A) SOLE	(C) OTH I MA
ENCANA CORP	COM	292505104	1,042,468	22,687	X	28-
			572,078	12,450	X	X 28-
			4,319	94	X	28-
			4,595	100	X	28-
			2,206	48	X	X 28-
ENCORE ACQUISITION CO	COM	29255W100	36,795	1,500	X	28-
			25,757	1,050	X	X 28-
ENCORE WIRE CORP	COM	292562105	6,603	300	X	28-
			15,407	700	X	X 28-
ENDESA S A	SPONSORED ADR	29258N107	100,018	2,150	X	28-
			3,210	69	X	28-
ENDO PHARMACEUTICALS HLDGS I	COM	29264F205	536,376	19,448	X	28-
ENERGEN CORP	COM	29265N108	3,521	75	X	28-
			28,915	616	X	X 28-
			908,242	19,349	X	28-
			11,219	239	X	28-
ENEL SOCIETA PER AZIONI	ADR	29265W108	7,740	150	X	28-
			61,920	1,200	X	X 28-
ENERGY CONVERSION DEVICES IN	COM	292659109	3,976	117	X	28-
			186,686	5,494	X	28-
ENERGY EAST CORP	COM	29266M109	191,431	7,719	X	28-

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			218,810	8,823	X	X	28-
ENERGIZER HLDGS INC	COM	29266R108	28,396	400	X		28-
			611,721	8,617	X	X	28-
			3,550	50	X		28-
ENERGY PARTNERS LTD	COM	29270U105	3,663	150	X		28-
			4,225	173	X		28-
ENERGY TRANSFER PRTNRS L P	UNIT LTD PARTN	29273R109	81,150	1,500	X		28-
			100,085	1,850	X	X	28-
COLUMN TOTAL			4,805,082				

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FORM 13F

NAME OF REPORTING MANAGER-PNC FINANCIAL SERVICES

ITEM 1: NAME OF ISSUER	ITEM 2: TITLE OF CLASS	ITEM 3: CUSIP NUMBER	ITEM 4: FAIR MARKET VALUE	ITEM 5: SHARES OR PRINCIPAL AMOUNT	ITEM 6: INVESTMENT DISCRETION		
					(B) SHARED (A) SOLE	(C) OTH I	
ENERPLUS RES FD	UNIT TR G NEW	29274D604	303,133	6,951	X		28-
			525,064	12,040	X	X	28-
			1,832	42	X	X	28-
ENERSIS S A	SPONSORED ADR	29274F104	154,784	9,674	X		28-
ENERGYSOUTH INC	COM	292970100	33,083	825	X	X	28-
ENNIS INC	COM	293389102	29,352	1,200	X		28-
ENSTAR GROUP INC GA	COM	29358R107	143,850	1,500	X		28-
ENTEGRIS INC	COM	29362U104	6,222	575	X		28-
			29,820	2,756	X	X	28-
ENTERCOM COMMUNICATIONS CORP	CL A	293639100	41,735	1,481	X		28-
			8,454	300	X	X	28-
			104,604	3,712	X		28-
ENERGY CORP NEW	COM	29364G103	8,637,552	93,561	X		28-
			6,826,695	73,946	X	X	28-
			3,785	41	X		28-
			136,172	1,475	X		28-
			170,792	1,850	X		28-
			115,400	1,250	X	X	28-
ENTERPRISE PRODS PARTNERS L	COM	293792107	67,668	2,335	X		28-
			824,974	28,467	X	X	28-
			115,920	4,000	X		28-
			10,491	362	X	X	28-
ENTERTAINMENT PPTYS TR	COM SH BEN INT	29380T105	35,064	600	X	X	28-
ENVIRONMENTAL TECTONICS CORP	COM	294092101	704	200	X	X	28-

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ENZO BIOCHEM INC	COM	294100102	7,777	545	X	X	28-
EPICOR SOFTWARE CORP	COM	29426L108	3,310	245	X		28-
EQUIFAX INC	COM	294429105	1,748,723	43,072	X		28-
			243,600	6,000	X	X	28-
			14,860	366	X		28-
COLUMN TOTAL			20,345,420				

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				ITEM 3:		ITEM 4:		ITEM 5:		ITEM 6:	
				CUSIP	FAIR MARKET	SHARES OR	DISCRETION	INVESTMENT			
ITEM 1:	ITEM 2:	ITEM 3:	ITEM 4:	ITEM 5:	ITEM 6:	ITEM 7:	ITEM 8:	ITEM 9:	ITEM 10:	ITEM 11:	ITEM 12:
NAME OF ISSUER	TITLE OF CLASS	NUMBER	VALUE	AMOUNT	(A) SOLE	(B) SHARED	(C) OTH				
EQUITABLE RES INC	COM	294549100	2,244,063	53,750	X			28-			
			3,002,493	71,916	X	X		28-			
			177,688	4,256	X			28-			
			118,403	2,836	X	X		28-			
EQUITY INCOME FD	UT 1 EX SR-ATT	294700703	210,045	1,900	X			28-			
			33,165	300	X	X		28-			
EQUITY INNS INC	COM	294703103	15,960	1,000	X			28-			
			1,212,960	76,000	X	X		28-			
EQUITY OFFICE PROPERTIES TRU	COM	294741103	183,335	3,806	X			28-			
			2,708,069	56,219	X	X		28-			
			9,634	200	X			28-			
			5,771,922	119,824	X			28-			
EQUITY ONE	COM	294752100	20,981	787	X			28-			
			239,700	8,991	X	X		28-			
EQUITY RESIDENTIAL	SH BEN INT	29476L107	91,299	1,799	X			28-			
			358,752	7,069	X	X		28-			
			3,857	76	X			28-			
EQUITY RESIDENTIAL	PFD CONV E 7%	29476L883	16,893	300	X	X		28-			
ERESEARCHTECHNOLOGY INC	COM	29481V108	36,679	5,450	X			28-			
ERICSSON L M TEL CO	ADR B SEK 10	294821608	53,184	1,322	X			28-			
			3,138	78	X	X		28-			
			567,846	14,115	X			28-			
ERIE INDY CO	CL A	29530P102	6,291,758	108,516	X			28-			
			28,099,369	484,639	X	X		28-			
ESCALADE INC	COM	296056104	10,022	934	X			28-			
ESCO TECHNOLOGIES INC	COM	296315104	13,632	300	X			28-			

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			4,135	91	X	28-
ESSEX PPTY TR INC	COM	297178105	6,463	50	X	X 28-
ESTERLINE TECHNOLOGIES CORP	COM	297425100	2,736	68	X	28-
COLUMN TOTAL			51,508,181			

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				ITEM 6:			
				ITEM 3:	ITEM 4:	ITEM 5:	INVESTMENT
ITEM 1:	ITEM 2:	ITEM 3:	ITEM 4:	ITEM 5:	ITEM 6:	ITEM 7:	ITEM 8:
NAME OF ISSUER	TITLE OF CLASS	CUSIP NUMBER	FAIR MARKET VALUE	SHARES OR PRINCIPAL AMOUNT	(A) SOLE	(B) SHARED	(C) OTH I
ETABLISSEMENTS DELHAIZE FRER	SPONSORED ADR	29759W101	31,980	384	X		28-
ETHAN ALLEN INTERIORS INC	COM	297602104	18,055	500	X	X	28-
			15,491	429	X		28-
			43,332	1,200	X	X	28-
EVERGREEN INCOME ADVANTAGE F	COM SHS	30023Y105	14,820	1,000	X		28-
			51,870	3,500	X	X	28-
EVERGREEN ENERGY INC	COM	30024B104	2,458	247	X		28-
EVERGREEN MANAGED INCOME FD	COM SHS	30024Y104	68,400	4,000	X	X	28-
EVERGREEN SOLAR INC	COM	30033R108	14,936	1,973	X		28-
			7,570	1,000	X	X	28-
EVERGREEN UTLS & HIGH INCM F	COM	30034Q109	19,181	688	X		28-
EXACT SCIENCES CORP	COM	30063P105	1,415	500	X		28-
EXELON CORP	COM	30161N101	62,835,494	1,015,277	X		28-
			39,695,937	641,395	X	X	28-
			94,630	1,529	X		28-
			74,268	1,200	X		28-
			1,877,371	30,334	X		28-
			1,257,295	20,315	X	X	28-
EXPEDIA INC DEL	COM	30212P105	14,162	675	X		28-
			2,413	115	X		28-
EXPEDITORS INTL WASH INC	COM	302130109	33,818	835	X		28-
			64,800	1,600	X	X	28-
			6,804	168	X		28-
EXPRESSJET HOLDINGS INC	NOTE 4.250% 8	30218UAB4	1,887,500	20,000	X		28-
EXPRESS SCRIPTS INC	COM	302182100	576,595	8,053	X		28-
			166,112	2,320	X	X	28-
			1,097,413	15,327	X		28-
			32,077	448	X		28-

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EXTRA SPACE STORAGE INC	COM	30225T102	18,260	1,000	X	X 28-
COLUMN TOTAL			110,024,457			

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FORM 13F

NAME OF REPORTING MANAGER-PNC FINANCIAL SERVICES

ITEM 1: NAME OF ISSUER	ITEM 2: TITLE OF CLASS	ITEM 3: CUSIP NUMBER	ITEM 4: FAIR MARKET VALUE	ITEM 5: SHARES OR PRINCIPAL AMOUNT	ITEM 6: INVESTMENT DISCRETION	
					(B) SHARED	(A) SOLE (C) OTH I
EZCORP INC	CL A NON VTG	302301106	9,750 273,228	600 16,814	X X	28- 28-
EXXON MOBIL CORP	COM	30231G102	740,016,217 704,040,884 1,405,777 5,877,981 19,485,783 66,178,051	9,657,004 9,187,536 18,345 76,706 254,284 863,605	X X X X X X	28- 28- 28- 28- 28- 28-
FBL FINL GROUP INC	CL A	30239F106	42,988	1,100	X	28-
FEI CO	COM	30241L109	13,185 72,043	500 2,732	X X	28- 28-
FLIR SYS INC	COM	302445101	33,262	1,045	X	28-
FMC TECHNOLOGIES INC	COM	30249U101	39,073 41,230 21,139	634 669 343	X X X	28- 28- 28-
F M C CORP	COM NEW	302491303	27,558 9,569 107,859	360 125 1,409	X X X	28- 28- 28-
FMS FINL CORP	COM	302509104	2,219,000	70,000	X	28-
FNB CORP PA	COM	302520101	759,575 838,904	41,575 45,917	X X	28- 28-
FPIC INS GROUP INC	COM	302563101	29,189	749	X	28-
FPL GROUP INC	COM	302571104	41,218,960 46,351,038 6,422 103,398 556,390 1,418,076	757,423 851,728 118 1,900 10,224 26,058	X X X X X X	28- 28- 28- 28- 28- 28-
FX ENERGY INC	COM	302695101	37,020	6,000	X	28-
F N B CORP VA	COM	302930102	1,562,280	37,600	X	28-
COLUMN TOTAL			1,632,795,829			

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				ITEM 3:		ITEM 4:	ITEM 5:	ITEM 6:	
				CUSIP	FAIR MARKET	SHARES OR	DISCRETION	INVESTMENT	
ITEM 1:	ITEM 2:			NUMBER	VALUE	PRINCIPAL	(B) SHARED	(A) SOLE	(C) OTH I
NAME OF ISSUER	TITLE OF CLASS					AMOUNT			
FTI CONSULTING INC	COM			302941109	21,196	760	X	X	28-
					8,618	309	X		28-
FACTSET RESH SYS INC	COM			303075105	14,977,818	265,188	X		28-
					4,212,843	74,590	X	X	28-
					97,993	1,735	X		28-
					286,975	5,081	X		28-
					64,783	1,147	X	X	28-
FAIR ISAAC CORP	COM			303250104	8,130	200	X		28-
					17,276	425	X	X	28-
					41	1	X		28-
FAIRCHILD SEMICONDUCTOR INTL	COM			303726103	15,129	900	X		28-
					1,009	60	X		28-
FAMILY DLR STORES INC	COM			307000109	270,569	9,225	X		28-
					70,392	2,400	X	X	28-
					8,799	300	X		28-
					5,133	175	X	X	28-
FARMERS CAP BK CORP	COM			309562106	129,694	3,800	X		28-
					39,250	1,150	X		28-
FASTENAL CO	COM			311900104	118,404	3,300	X		28-
					5,418	151	X	X	28-
FEDERAL HOME LN MTG CORP	COM			313400301	13,651,363	201,051	X		28-
					5,564,677	81,954	X	X	28-
					16,432	242	X		28-
					559,157	8,235	X		28-
					61,110	900	X		28-
					101,850	1,500	X	X	28-
FEDERAL NATL MTG ASSN	COM			313586109	26,452,425	445,402	X		28-
					15,614,106	262,908	X	X	28-
					3,860	65	X		28-
					146,515	2,467	X		28-
					141,526	2,383	X	X	28-
FEDERAL REALTY INVT TR	SH BEN INT NEW			313747206	739,500	8,700	X		28-
					3,416,745	40,197	X	X	28-
					COLUMN TOTAL	86,828,736			

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							ITEM 6: INVESTMENT			
				ITEM 3:	ITEM 4:	ITEM 5:				
				CUSIP	FAIR MARKET	SHARES OR	DISCRETION		I	
ITEM 1:	ITEM 2:	ITEM 3:	ITEM 4:	ITEM 5:	ITEM 6:	ITEM 7:	ITEM 8:	ITEM 9:	ITEM 10:	ITEM 11:
NAME OF ISSUER	TITLE OF CLASS	NUMBER	VALUE	AMOUNT	(A) SOLE	(B) SHARED	(C) OTH	MA	MA	MA
FEDERATED DEPT STORES INC DE	COM	31410H101	9,558,886	250,692	X			28-		
			5,104,387	133,868	X	X		28-		
			4,728	124	X			28-		
			171,623	4,501	X			28-		
			484,289	12,701	X			28-		
			115,153	3,020	X	X		28-		
FEDERATED INVS INC PA	CL B	314211103	33,780	1,000	X			28-		
FEDERATED PREM MUN INC FD	COM	31423P108	360,725	23,500	X	X		28-		
FEDEX CORP	COM	31428X106	20,682,660	190,413	X			28-		
			9,086,823	83,657	X	X		28-		
			1,193,082	10,984	X			28-		
			46,815	431	X			28-		
			827,141	7,615	X			28-		
			121,872	1,122	X	X		28-		
FERRELLGAS PARTNERS L.P.	UNIT LTD PART	315293100	60,762	2,842	X			28-		
			4,276	200	X	X		28-		
			85,520	4,000	X			28-		
FIDELITY BANKSHARES INC NEW	COM	31604Q107	39,670	1,000	X			28-		
FIDELITY NATL INFORMATION SV	COM	31620M106	788,049	19,657	X			28-		
			3,722,517	92,854	X	X		28-		
FIDELITY NATIONAL FINANCIAL	CL A	31620R105	136,188	5,703	X			28-		
			4,292,239	179,742	X	X		28-		
			52,536	2,200	X			28-		
FIDUCIARY CLAYMORE MLP OPP F	COM	31647Q106	11,350	500	X	X		28-		
FIFTH THIRD BANCORP	COM	316773100	27,127,340	662,774	X			28-		
			5,420,810	132,441	X	X		28-		
			477,121	11,657	X			28-		
			12,279	300	X	X		28-		
FINANCIAL FED CORP	COM	317492106	4,794	163	X			28-		
FINISH LINE INC	CL A	317923100	78,540	5,500	X			28-		
	COLUMN TOTAL		90,105,955							

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PAGE	82 OF	228	FORM 13F	NAME OF REPORTING MANAGER-PNC FINANCIAL SERVICES				
				ITEM 3:		ITEM 5:	ITEM 6:	
ITEM 1:	ITEM 2:		CUSIP	FAIR MARKET	SHARES OR	INVESTMENT		
NAME OF ISSUER	TITLE OF CLASS		NUMBER	VALUE	PRINCIPAL	(B) SHARED	(A) SOLE	(C) OTH
FIRST AMERN CORP CALIF	COM		318522307	48,816	1,200	X		28-
				265,844	6,535	X	X	28-
FIRST BANCORP P R	COM		318672102	629	66	X		28-
FIRST BANCORP N C	COM		318910106	20,399	934	X		28-
FIRST CASH FINL SVCS INC	COM		31942D107	31,587	1,221	X	X	28-
FIRST CTZNS BANCSHARES INC N	CL A		31946M103	197,169	973	X		28-
FIRST COMWLTH FINL CORP PA	COM		319829107	268,788	20,014	X		28-
				474,012	35,295	X	X	28-
FIRST CONSULTING GROUP INC	COM		31986R103	55,040	4,000	X		28-
FIRST DATA CORP	COM		319963104	21,053,362	824,975	X		28-
				8,160,862	319,783	X	X	28-
				3,216	126	X		28-
				133,623	5,236	X		28-
				15,312	600	X		28-
				44,201	1,732	X	X	28-
FIRST FINL BANCORP OH	COM		320209109	149,490	9,000	X	X	28-
FIRST FINL CORP IND	COM		320218100	54,628	1,541	X		28-
FIRST FINL SVC CORP	COM		32022D108	571,001	18,539	X		28-
				185,816	6,033	X		28-
FIRST FINL HLDGS INC	COM		320239106	70,524	1,800	X		28-
				50,934	1,300	X	X	28-
FIRST FRANKLIN CORP	COM		320272107	426,250	27,500	X		28-
FIRST HORIZON NATL CORP	COM		320517105	1,276,379	30,550	X		28-
				142,052	3,400	X	X	28-
				25,068	600	X		28-
1ST INDEPENDENCE FINL GRP IN	COM		32053S107	24,338	1,484	X		28-
FIRST INDUSTRIAL REALTY TRUS	COM		32054K103	37,512	800	X		28-
				70,804	1,510	X	X	28-
COLUMN TOTAL				33,857,656				

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				ITEM 6:			
ITEM 1:	ITEM 2:	ITEM 3:	ITEM 4:	ITEM 5:	INVESTMENT		
NAME OF ISSUER	TITLE OF CLASS	CUSIP NUMBER	FAIR MARKET VALUE	SHARES OR PRINCIPAL AMOUNT	DISCRETION (B) SHARED (A) SOLE	(C) OTH	I
FIRST ISRAEL FD INC	COM	32063L100	9,325	500	X		28-
FIRST MARBLEHEAD CORP	COM	320771108	4,591 758,269	84 13,875	X X	X	28- 28-
FIRST MIDWEST BANCORP DEL	COM	320867104	38,680	1,000	X	X	28-
FIRST NIAGARA FINL GP INC	COM	33582V108	126,310 57,954	8,500 3,900	X X		28- 28-
FIRST POTOMAC RLTY TR	COM	33610F109	21,833	750	X		28-
FIRST PL FINL CORP	COM	33610T109	10,571	450	X	X	28-
FIRST REP BK SAN FRANCISCO	COM	336158100	158,274 28,216	4,050 722	X X		28- 28-
FIRST TR MORNINGSTAR DIV LEA	SHS	336917109	35,280	1,500	X	X	28-
FIRST ST FINL CORP FLA	COM	33708M206	16,832	996	X		28-
FIRST TR FOUR CRNRS SR FLT R	COM SHS	33733Q107	45,600	2,500	X		28-
FIRST TR STRATEGIC HIGH INC	COM SHS	337353106	28,238	1,322	X	X	28-
FIRST W VA BANCORP INC	COM	337493100	20,106	1,018	X		28-
FISERV INC	COM	337738108	14,623,503 4,792,446 355,879 408,771 75,223	278,968 91,424 6,789 7,798 1,435	X X X X X	X	28- 28- 28- 28- 28-
FIRSTFED FINL CORP	COM	337907109	1,540	23	X		28-
FIRSTMERIT CORP	COM	337915102	1,207,000	50,000	X	X	28-
FLAGSTAR BANCORP INC	COM	337930101	14,840 22,260	1,000 1,500	X X		28- 28-
COLUMN TOTAL			22,861,541				

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				ITEM 6:			
ITEM 1:	ITEM 2:	ITEM 3:	ITEM 4:	ITEM 5:	INVESTMENT		
NAME OF ISSUER	TITLE OF CLASS	CUSIP NUMBER	FAIR MARKET VALUE	SHARES OR PRINCIPAL AMOUNT	DISCRETION (B) SHARED (A) SOLE	(C) OTH	I

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FIRSTENERGY CORP	COM	337932107	16,681,573	276,643	X	28-
			5,943,590	98,567	X	X 28-
			3,437	57	X	28-
			25,628	425	X	28-
			50,049	830	X	28-
			15,075	250	X	X 28-
FIVE STAR QUALITY CARE INC	COM	33832D106	56	5	X	28-
			11,150	1,000	X	X 28-
FLAHERTY & CRMN/CLYMR PFD SE	COM SHS	338478100	122,465	5,720	X	X 28-
FLAHERTY & CRUMRINE PFD INC	COM	33848E106	50,132	4,056	X	28-
FLAHERTY & CRUMRINE PFD INC	COM	338480106	38,845	2,304	X	28-
			15,174	900	X	X 28-
FLORIDA EAST COAST INDS	COM	340632108	2,742	46	X	28-
			41,720	700	X	X 28-
FLORIDA ROCK INDS INC	COM	341140101	1,593	37	X	28-
			1,369,808	31,819	X	X 28-
			38,358	891	X	28-
FLUOR CORP NEW	COM	343412102	101,164	1,239	X	28-
			461,894	5,657	X	X 28-
			16,330	200	X	28-
FLOW INTL CORP	COM	343468104	9,918	900	X	28-
FLOWSERVE CORP	COM	34354P105	5,047	100	X	28-
FOCUS MEDIA HLDG LTD	SPONSORED ADR	34415V109	17,925	270	X	28-
FONAR CORP	COM	344437108	2,661	9,435	X	28-
FOOT LOCKER INC	COM	344849104	987,947	45,050	X	X 28-
COLUMN TOTAL			26,014,281			

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ITEM 1: NAME OF ISSUER	ITEM 2: TITLE OF CLASS	ITEM 3: CUSIP NUMBER	ITEM 4: FAIR MARKET VALUE	ITEM 5: SHARES OR PRINCIPAL AMOUNT	ITEM 6: INVESTMENT DISCRETION	
					(B) SHARED (A) SOLE	(C) OTH I
FORD MTR CO DEL	COM PAR \$0.01	345370860	295,699	39,374	X	28-
			547,802	72,943	X	X 28-
			14,014	1,866	X	28-
			75,100	10,000	X	28-
			16,011	2,132	X	28-
			8,261	1,100	X	X 28-

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FORD MTR CO CAP TR II	PFD TR CV6.5%	345395206	10,773 18,981	315 555	X X	28- X 28-
FORDING CDN COAL TR	TR UNIT	345425102	80,925 206,463 47,310	3,900 9,950 2,280	X X X	28- X 28- X 28-
FOREST CITY ENTERPRISES INC	CL A	345550107	40,880 93,440	700 1,600	X X	28- X 28-
FOREST CITY ENTERPRISES INC	CL B CONV	345550305	46,672	800	X	28-
FOREST LABS INC	COM	345838106	404,800 268,180 1,006,181	8,000 5,300 19,885	X X X	28- X 28- 28-
FOREST OIL CORP	COM PAR \$0.01	346091705	9,804	300	X	28-
FORRESTER RESH INC	COM	346563109	2,847	105	X	28-
FORTUNE BRANDS INC	COM	349631101	35,604,556 46,658,462 1,219,967 357,784 348,818 507,644	416,964 546,416 14,287 4,190 4,085 5,945	X X X X X X	28- X 28- 28- 28- 28- X 28-
FORTUNE BRANDS INC	PFD CV \$2.67	349631200	55,500	100	X	28-
FORTUNET INC	COM	349690100	3,036	300	X	28-
FORWARD AIR CORP	COM	349853101	4,340 13,366 3,963	150 462 137	X X X	28- 28- 28-
FOSTER L B CO	COM	350060109	2,591	100	X	28-
COLUMN TOTAL			87,974,170			

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NAME OF REPORTING MANAGER-PNC FINANCIAL SERVICES

ITEM 1: NAME OF ISSUER	ITEM 2: TITLE OF CLASS	ITEM 3: CUSIP NUMBER	ITEM 4: FAIR MARKET VALUE	ITEM 5: SHARES OR PRINCIPAL AMOUNT	ITEM 6: INVESTMENT DISCRETION	
					(A) SOLE	(B) SHARED (C) OTH I
FOUNDATION COAL HLDGS INC	COM	35039W100	9,528	300	X	28-
FOUNDRY NETWORKS INC	COM	35063R100	3,595 13,482	240 900	X X	28- 28-
FOUR SEASONS HOTEL INC	LTD VTG SH	35100E104	20,498	250	X	X 28-
FOXHOLLOW TECHNOLOGIES INC	COM	35166A103	367 10,790	17 500	X X	28- X 28-

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FRANCE TELECOM	SPONSORED ADR	35177Q105	1,745	63	X	28-
			2,078	75	X	X 28-
			693	25	X	28-
			1,662	60	X	28-
FRANKLIN CR MGMT CORP	COM NEW	353487200	1,413	300	X	X 28-
FRANKLIN RES INC	COM	354613101	29,986,291	272,182	X	28-
			13,079,603	118,722	X	X 28-
			11,127	101	X	28-
			584,342	5,304	X	28-
			59,492	540	X	X 28-
FREEPORT-MCMORAN COPPER & GO	CL B	35671D857	346,083	6,210	X	28-
			202,077	3,626	X	X 28-
			184,578	3,312	X	28-
			20,230	363	X	28-
			3,376,068	60,579	X	28-
			348,368	6,251	X	X 28-
FREMONT GEN CORP	COM	357288109	16,210	1,000	X	28-
			8,105	500	X	X 28-
			75			

CMT Rate Notes

If you purchase a CMT rate note, your note will bear interest at an interest rate equal to the CMT rate and adjusted by the spread or spread multiplier, if any, indicated in the applicable pricing supplement.

Unless we specify otherwise in the applicable pricing supplement, the CMT rate on the relevant interest determination date will be the following rate displayed on the designated CMT Reuters page by 3:00 p.m., New York City time, on the calculation date pertaining to the relevant interest determination date, under the heading *Constant Maturity/treasury* under the column for the designated CMT index maturity:

if the designated CMT Reuters page is FRBCMT, the rate for the relevant interest determination date; or

if the designated CMT Reuters page is FEDCMT, the weekly or monthly average, as specified in the applicable pricing supplement, for the week that ends immediately before the week in which the relevant interest determination date falls, or for the month that ends immediately before the month in which the relevant interest determination date falls, as applicable.

If the CMT rate cannot be determined in this manner, the following procedures will apply.

If the applicable rate described above is not displayed on the relevant designated CMT Reuters page at 3:00 P.M., New York City time, on the relevant interest calculation date, unless the calculation is made earlier and the rate is available from that source at that time, then the CMT rate will be the applicable treasury constant maturity rate for the designated CMT index maturity and for either the relevant interest determination date or the weekly or monthly average, as applicable, as published in H.15(519).

If the applicable rate described above does not appear in H.15(519) by 3:00 P.M., New York City time, on the relevant interest calculation date, unless the calculation is made earlier and the rate is available from one of those sources at that time, then the CMT rate will be the treasury constant maturity rate, or other U.S. treasury rate, for the designated CMT index maturity and with reference to the relevant interest determination date, that:

is published by the Board of Governors of the Federal Reserve System, or the U.S. Department of the Treasury; and

is determined by the calculation agent to be comparable to the applicable rate formerly displayed on the designated CMT Reuters page and published in H.15(519).

If the rate described in the prior paragraph does not appear by 3:00 P.M., New York City time, on the relevant interest calculation date, unless the calculation is made earlier and the rate is available from one of those sources at that time, then the CMT rate will be the yield to maturity of the arithmetic mean of the following secondary market offered rates for the most recently issued treasury notes having an original maturity equal to the designated CMT index maturity and a remaining term to maturity of not less than the designated CMT index maturity minus one year, and in a representative amount: the bid rates, as of approximately 3:30 P.M., New York City time, on the relevant interest determination date, of three leading primary U.S. government securities dealers in New York City

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(each, a reference dealer) selected by the calculation agent. In selecting these bid rates, the calculation agent will request quotations from five of these reference dealers and will disregard the highest quotation or, if there is equality, one of the highest quotations and the lowest quotation or, if there is equality, one of the lowest quotations. Treasury notes are direct, non-callable, fixed rate obligations of the U.S. government.

If three or four of these reference dealers are quoting as described in the prior paragraph, then the CMT rate for the relevant interest determination date will be based on the arithmetic mean of the offered rates so obtained, and neither the highest nor the lowest of those quotations will be disregarded.

If the calculation agent is unable to obtain three treasury note quotations, the CMT rate will be the yield to maturity of the arithmetic mean of the following secondary market offered rates for treasury notes with an original maturity of the number of years that is the next highest to the index maturity and a remaining term to maturity closest to the index maturity and in a representative amount: the offered rates, as of approximately 3:30 P.M., New York City time, on the relevant interest determination date, of three reference dealers selected by the calculation agent.

If two treasury notes with an original maturity as described in the preceding sentence have remaining terms to maturity that are equally close to the designated CMT index maturity, the calculation agent will obtain from three reference dealers selected as described above quotations for the treasury notes with the shorter remaining term to maturity.

If two or fewer primary dealers selected by the calculation agent are quoting as described above, the CMT rate in effect for the new interest period will be the CMT rate in effect for the prior interest period. If the initial interest rate has been in effect for the prior interest period, however, it will remain in effect for the new interest period.

CMS Rate Notes

If you purchase a CMS rate note, your note will bear interest at an interest rate equal to the CMS rate and adjusted by the spread or spread multiplier, if any, indicated in the applicable pricing supplement.

Unless we specify otherwise in the applicable pricing supplement, the CMS rate will be the rate for euro swaps with a maturity for a specified number of years, expressed as a percentage in the applicable pricing supplement, which appears on the Reuters Screen ISDAFIX2 page under the heading EURIBOR Basis-EUR or LIBOR Basis-EUR as of 10:00 a.m., London time, on the interest rate determination date.

If the CMS rate cannot be determined as described above, the following procedures will be used:

If the applicable rate described above is not displayed on the relevant designated CMS Reuters page by 10:00 a.m., London time, on the interest rate determination date, then the CMS rate will be a percentage determined on the basis of the mid-market, semi-annual swap rate quotations provided by five leading swap dealers in the London interbank market at 10:00 a.m., London time, on the interest rate determination date. For this purpose, the semi-annual swap rate means the mean of the bid and offered rates for the semi-annual fixed leg, calculated on a 30/360 day count basis, of a fixed-for-floating euro interest rate swap transaction with a term equal to the maturity designated in the applicable pricing supplement commencing on that interest rate determination date with an acknowledged dealer of good credit in the swap market, where the floating leg, calculated on an Actual/360 day count basis, is equivalent to EURIBOR (in the case of EURIBOR Basis-EUR) or LIBOR (in the case of LIBOR Basis-EUR) with a maturity of three months. The calculation agent will select the five swap dealers after consultation with us and will request the principal London office of each of those dealers to provide a quotation of its rate.

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If at least three quotations are provided, the CMS rate for the interest determination date will be the arithmetic mean of the quotations, eliminating the highest and lowest quotations, or, in the event of equality, one of the highest and one of the lowest quotations.

If fewer than three leading swap dealers selected by the calculation agent are quoting as described above, the CMS rate will remain the CMS rate in effect on that interest rate determination date or, if that interest rate determination date is the first interest rate basis determination date, the initial interest rate.

Federal Funds Rate Notes

If you purchase a federal funds rate note, your note will bear interest at an interest rate equal to the federal funds rate and adjusted by the spread or spread multiplier, if any, indicated in the applicable pricing supplement.

Unless we specify otherwise in the applicable pricing supplement, the federal funds rate will be the rate for U.S. dollar federal funds as of the relevant interest determination date, as published in H.15(519) under the heading Federal Funds (Effective), as that rate is displayed on Reuters Screen FEDFUNDS1 prior to 3:00 p.m., New York City time, on the calculation date pertaining to the relevant interest determination date.

If the federal funds rate cannot be determined in this manner, the following procedures will apply:

If the rate described above is not displayed on Reuters Screen FEDFUNDS1 by 3:00 P.M., New York City time, on the relevant interest calculation date, unless the calculation is made earlier and the rate is available from that source at that time, then the federal funds rate, as of the relevant interest determination date, will be the rate described above as published in H.15 Daily Update, under the heading Federal Funds (Effective), or another recognized electronic source used for displaying that rate.

If the rate described above is not displayed on Reuters Screen FEDFUNDS1 and does not appear in H.15(519), H.15 Daily Update or another recognized electronic source by 3:00 P.M., New York City time, on the relevant interest calculation date, unless the calculation is made earlier and the rate is available from one of those sources at that time, the federal funds rate will be the arithmetic mean of the rates for the last transaction in overnight, U.S. dollar federal funds arranged, before 9:00 A.M., New York City time, on the relevant interest determination date, by three leading brokers of U.S. dollar federal funds transactions in New York City selected by the calculation agent.

If fewer than three brokers selected by the calculation agent are quoting as described above, the federal funds rate in effect for the new interest period will be the federal funds rate in effect for the prior interest period. If the initial interest rate has been in effect for the prior interest period, however, it will remain in effect for the new interest period.

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Special Rate Calculation Terms

In this subsection entitled Interest Rates, we use several terms that have special meanings relevant to calculating floating interest rates. We define these terms as follows:

The term bond equivalent yield means a yield expressed as a percentage and calculated in accordance with the following formula:

$$\text{bond equivalent yield} = \frac{D \times N}{360 (D \times M)} \times 100$$

where

D means the annual rate for treasury bills quoted on a bank discount basis and expressed as a decimal;

N means 365 or 366, as the case may be; and

M means the actual number of days in the applicable interest reset period.

The term business day means, for any note, a day that meets all the following applicable requirements:

for all notes, is a Monday, Tuesday, Wednesday, Thursday or Friday that is neither a legal holiday nor a day on which banking institutions are authorized or required by law to close in New York City or Toronto;

if the note has a specified currency other than U.S. dollars or euros, is also a day on which banking institutions are not authorized or obligated by law, regulation or executive order to close in the applicable principal financial center;

if the note is a LIBOR note, is also a London business day; and

if the note is a EURIBOR note or has a specified currency of euros, or is a LIBOR note for which the index currency is euros, is also a euro business day.

The term designated CMT index maturity means the index maturity for a CMT rate note and will be the original period to maturity of a U.S. treasury security either 1, 2, 3, 5, 7, 10, 20 or 30 years specified in the applicable pricing supplement.

The term designated CMT Reuters page means the Reuters (or any other successor service) page specified in the applicable pricing supplement (or any other page that replaces that page on that service) that displays treasury constant maturities as reported in H.15(519). If no Reuters page is so specified, then the applicable page will be Reuters page FEDCMT for the most recent week. If page FEDCMT applies but the applicable pricing supplement does not specify whether the weekly or monthly average applies, the weekly average will apply.

The term euro business day means any day on which the Trans-European Automated Real-Time Gross Settlement Express Transfer (TARGET) System, or any successor system, is open for business.

The term euro-zone means, at any time, the region comprised of the member states of the European Economic and Monetary Union that, as of that time, have adopted a single currency in accordance with the Treaty on European Union of February 1992.

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H.15(519) means the weekly statistical release entitled Statistical Release H.15(519) Selected Interest Rates, or any successor publication, published by the Board of Governors of the Federal Reserve System.

H.15 Daily Update means the daily update of H.15(519), available through the website of the Board of Governors of the Federal Reserve System at <http://www.federalreserve.gov/releases/h15/update/h15supd.htm> or any successor site or publication.

The term *index currency* means, with respect to a LIBOR note, the currency, including composite currencies, specified as such in the applicable pricing supplement. The index currency may be U.S. dollars or any other currency, and will be U.S. dollars unless another currency is specified in the applicable pricing supplement.

London business day means any day on which dealings in the relevant index currency are transacted in the London interbank market.

The term *money market yield* means a yield expressed as a percentage and calculated in accordance with the following formula:

$$\text{money market yield} = \frac{D \times 360}{360 - (D \times M)} \times 100$$

where

D means the annual rate for commercial paper, quoted on a bank discount basis and expressed as a decimal; and

M means the actual number of days in the relevant interest reset period.

The term *principal financial center* means the capital city of the country to which an index currency relates (or the capital city of the country issuing the specified currency, as applicable), except that with respect to U.S. dollars, Australian dollars, Canadian dollars, South African rands and Swiss francs, the *principal financial center* means The City of New York, Sydney, Toronto, Johannesburg and Zurich, respectively, and with respect to euros the *principal financial center* means London.

The term *representative amount* means an amount that, in the calculation agent's judgment, is representative of a single transaction in the relevant market at the relevant time.

Reuters Page LIBOR01 means the display designated as LIBOR01 (or any successor service) (or such other page on that service as may replace Page LIBOR01 or any successor service as may be nominated by the British Bankers' Association for the purpose of displaying London interbank offered rates for U.S. dollar deposits).

Reuters Screen FEDFUNDS1 means the display on the Reuters (or any successor service) FEDFUNDS1 page under the heading EFFECT (or any other page that replaces that page on that service for the purpose of displaying the federal funds (effective) as reported in H.15(519)).

Reuters Screen US PRIME 1 page means the display on the US PRIME 1 page on the Reuters Monitor Money Rates Service, or any successor service, or any replacement page or pages on that service, for the purpose of displaying prime rates or base lending rates of major U.S. banks.

Reuters page means the display on Reuters 3000 Xtra, or any successor service, on the page or pages specified in this prospectus supplement or the applicable pricing supplement, or any replacement page or pages on that service.

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If, when we use the terms designated CMT Reuters page, H.15(519), H.15 Daily Update, Reuters Screen US PRIME 1 page, Reuters Page LIBOR01 or Reuters page, or we refer to a particular heading or headings on any of those pages, those references include any successor or replacement heading or headings as determined by the calculation agent.

Market-Making Transactions

If you purchase your note in a market-making transaction, you will receive information about the price you pay and your trade and settlement dates in a separate confirmation of sale. A market-making transaction is one in which an agent or other person resells a note that it has previously acquired from another holder. A market-making transaction in a particular note occurs after the original sale of the note. For more information regarding market-making transactions, see Supplemental Plan of Distribution (Conflicts of Interest) Market-Making Transactions.

Please note that the information about the settlement or pricing date, issue price discounts or commissions and net proceeds to TD in the applicable pricing supplement relates only to the initial issuance and sale of your notes. If you have purchased your notes in a market-making transaction after the initial issuance and sale, any such relevant information about the sale to you will be provided in a separate confirmation of sale.

Redemption at the Option of TD; No Sinking Fund

If an initial redemption date is specified in the applicable pricing supplement, we may redeem the particular notes prior to their stated maturity date at our option on any date on or after that initial redemption date specified in the applicable pricing supplement or on the dates specified in the applicable pricing supplement in whole, unless otherwise specified in the applicable pricing supplement, in increments of US\$1,000 or any other integral multiple of an authorized denomination specified in the applicable pricing supplement (provided that any remaining principal amount thereof shall be at least US\$2,000 or other minimum authorized denomination applicable thereto), at the redemption price or prices specified in that pricing supplement, together with unpaid interest accrued thereon to the date of redemption. Unless we specify otherwise in the applicable pricing supplement, we must give written notice to registered holders of the particular notes to be redeemed at our option not more than 45 nor less than 15 calendar days prior to the date of redemption.

The notes will not be subject to, or entitled to the benefit of, any sinking fund.

Repayment at the Option of the Holder

If one or more optional repayment dates are specified in the applicable pricing supplement, registered holders of the particular notes may require us to repay those notes prior to their stated maturity date on any optional repayment date in whole or from time to time in part in increments of US\$1,000 or any other integral multiple of an authorized denomination specified in the applicable pricing supplement (provided that any remaining principal amount thereof shall be at least US\$2,000 or other minimum authorized denomination applicable thereto), at the repayment price or prices specified in that pricing supplement, together with unpaid interest accrued thereon to the date of repayment. A registered holder's exercise of the repayment option will be irrevocable.

For any note to be repaid, the applicable trustee must receive, at its corporate trust office in the Borough of Manhattan, The City of New York, not more than 60 nor less than 30 calendar days prior to the date of repayment, the particular notes to be repaid and, in the case of a book-entry note, repayment instructions from the applicable beneficial owner to the depository and forwarded by the depository to the trustee. Only the depository may exercise the repayment option in respect of global notes representing book-entry notes. Accordingly, beneficial owners of global notes that desire to have all or any portion of the book-entry notes represented thereby repaid must instruct the participant through which they own their interest to direct the depository to

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exercise the repayment option on their behalf by forwarding the repayment instructions to the applicable trustee as aforesaid. In order to ensure that these instructions are received by the applicable trustee on a particular day, the applicable beneficial owner must so instruct the participant through which it owns its interest before that participant's deadline for accepting instructions for that day. Different firms may have different deadlines for accepting instructions from their customers. Accordingly, beneficial owners should consult their participants for the respective deadlines. In addition, at the time repayment instructions are given, each beneficial owner shall cause the participant through which it owns its interest to transfer the beneficial owner's interest in the global note representing the related book-entry notes, on the depositary's records, to the applicable trustee.

If applicable, we will comply with the requirements of the Securities Exchange Act of 1934, as amended (the Exchange Act), and the rules promulgated thereunder, and any other securities laws or regulations in connection with any repayment of notes at the option of the registered holders thereof.

We may at any time purchase notes at any price or prices in the open market or otherwise. Notes so purchased by us may, at our discretion, be held, resold or surrendered to the applicable trustee for cancellation.

Defeasance

The discussion of full defeasance and covenant defeasance under Description of the Debt Securities Discharge, Defeasance and Covenant Defeasance in the accompanying prospectus will be applicable to any fixed rate notes denominated in U.S. dollars and will apply to other notes if we so specify in the applicable pricing supplement.

Form, Exchange and Transfer

Unless we specify otherwise in the applicable pricing supplement, the notes will be issued:

only in fully-registered form;

without interest coupons; and

in minimum denominations of \$2,000 and integral multiples of US\$1,000 in excess thereof.

If a note is issued as a registered global note, only the depositary (e.g., DTC, Euroclear and Clearstream, each as defined under Book-Entry Procedures and Settlement in the accompanying prospectus) will be entitled to transfer and exchange the note as described in this subsection because the depositary will be the sole registered holder of the note and is referred to below as the holder. Those who own beneficial interests in a global note do so through participants in the depositary's securities clearance system, and the rights of these indirect owners will be governed by the applicable procedures of the depositary and its participants. We describe book-entry procedures under Book-Entry Procedures and Settlement in the accompanying prospectus.

Holders of notes issued in fully-registered form may have their notes broken into more notes of smaller denominations of not less than US\$2,000, or combined into fewer notes of larger denominations, as long as the total principal amount is not changed. This is called an exchange.

To the extent the notes are certificated, holders may exchange or register the transfer of notes at the office of the trustee. Notes may be transferred by endorsement. Holders may also replace lost, stolen or mutilated notes at that office. The trustee acts as our agent for registering notes in the names of holders and registering the transfer of notes. We may change this appointment to another entity or perform it ourselves. The entity performing the role of maintaining the list of registered holders is called the security registrar. It will also record transfers. The trustee may require an indemnity before replacing any notes.

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Holders will not be required to pay a service charge to register the transfer or exchange of notes, but holders may be required to pay for any tax or other governmental charge associated with the exchange or transfer. The registration of a transfer or exchange will only be made if the security registrar is satisfied with your proof of ownership.

If we designate additional transfer agents, they will be named in the applicable pricing supplement. We may cancel the designation of any particular transfer agent. We may also approve a change in the office through which any transfer agent acts.

If the notes are redeemable and we redeem less than all of the notes of a particular series, we may block the registration of transfer or exchange of notes during the period beginning 15 days before the day we mail the notice of redemption and ending on the day of that mailing, in order to freeze the list of holders entitled to receive the mailing. We may also refuse to register transfers or exchanges of notes selected for redemption, except that we will continue to permit registration of transfers and exchanges of the unredeemed portion of any note being partially redeemed.

Payment and Paying Agents

We will pay interest to the person listed in the trustee's records at the close of business on a particular day (the record date) in advance of each due date for interest, even if that person no longer owns notes on the interest due date. Holders buying and selling notes must work out between them how to compensate for the fact that we will pay all the interest for an interest period to the one who is the registered holder on the regular record date. The most common manner is to adjust the sale price of the securities to prorate interest fairly between buyer and seller. This prorated interest amount is called accrued interest.

We will pay interest, principal and any other money due on the debt securities at the corporate trust office of the trustee in the City of New York. That office is currently located at 101 Barclay Street, New York, NY 10286. Holders must make arrangements to have their payments picked up at or wired from that office. We may also choose to pay interest by mailing checks.

Book-entry and other indirect holders should consult their banks, brokers or other financial institutions for information on how they will receive payments.

We may also arrange for additional payment offices and may cancel or change these offices, including our use of the trustee's corporate trust office. These offices are called paying agents. We may also choose to act as our own paying agent or choose one of our subsidiaries to do so. We must notify holders of changes in the paying agents for any particular series of notes.

Conversion or Exchange of Senior Debt Securities

If and to the extent mentioned in the applicable pricing supplement, any notes may be optionally or mandatorily convertible or exchangeable for stock or other securities of TD or another entity or entities, into the cash value therefor or into any combination of the above. The specific terms on which any notes series may be so converted or exchanged will be described in the applicable pricing supplement. These terms may include provisions for conversion or exchange, either mandatory, at the holder's option or at our option, in which case the amount or number of securities the note holders would receive would be calculated at the time and manner described in the applicable pricing supplement.

Notices

We and the trustee will send notices regarding the notes only to registered holders, using their addresses as listed in the trustee's records. With respect to who is a registered holder for this purpose, see "Book-Entry Procedures and Settlement" in the accompanying prospectus.

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Manner of Payment and Delivery

Any payment on the notes at maturity will be made to accounts designated by you and approved by us, or at the office of the trustee in New York City. The payment at maturity will only be made when the notes are surrendered to the trustee at that office. We also may make any payment or delivery in accordance with the applicable procedures of the depository.

Other Provisions; Addenda

Any provisions relating to the notes, including the determination of the interest rate basis, calculation of the interest rate applicable to a floating rate note, its interest payment dates, any redemption or repayment provisions, or any other term relating thereto, may be modified and/or supplemented by the terms as specified under **Other Provisions** in the applicable notes or in an addendum relating to the applicable notes and, in each case, in the applicable pricing supplement.

No Listing

Your notes will not be listed on any securities exchange.

TAX CONSEQUENCES

UNITED STATES TAXATION

The following summary describes the material U.S. federal income tax consequences of the ownership of notes by U.S. Holders (as defined below) as of the date hereof. Except where noted, this summary deals only with notes held as capital assets and which are denominated in or determined by reference to the U.S. dollar. This summary does not represent a detailed description of the U.S. federal income tax consequences applicable to holders subject to special treatment under the U.S. federal income tax laws, including, without limitation, dealers in securities or currencies, financial institutions, regulated investment companies, real estate investment trusts, tax-exempt entities, insurance companies, persons holding notes as a part of a hedging, integrated, conversion or constructive sale transaction or a straddle, traders in securities that elect to use a mark-to-market method of accounting for their securities holdings, persons liable for alternative minimum tax, partnerships or other pass-through entities for U.S. federal income tax purposes or U.S. Holders whose functional currency is not the U.S. dollar. Furthermore, the summary below is based upon the provisions of the Internal Revenue Code of 1986, as amended (the Code), and regulations, rulings and judicial decisions thereunder as of the date hereof, and such authorities may be repealed, revoked or modified (possibly with retroactive effect) so as to result in U.S. federal income tax consequences different from those discussed below.

The summary below assumes that all notes issued pursuant to this prospectus supplement will be classified for U.S. federal income tax purposes as TD's indebtedness, and purchasers should note that in the event of an alternative characterization, the tax consequences would differ from those discussed below. Any special U.S. federal income tax considerations relevant to a particular issue of the notes will be provided in the applicable pricing supplement.

As used herein, a U.S. Holder means a beneficial owner of a note that is for U.S. federal income tax purposes: (i) an individual citizen or resident of the United States, (ii) a corporation (or any other entity treated as a corporation for U.S. federal income tax purposes) created or organized in or under the laws of the United States, any state thereof or the District of Columbia, (iii) an estate the income of which is subject to U.S. federal income taxation regardless of its source or (iv) a trust if it (X) is subject to the primary supervision of a court within the United States and one or more U.S. persons have the authority to control all substantial decisions of the trust or (Y) has a valid election in effect under applicable U.S. Treasury Regulations to be treated as a U.S. person.

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If a partnership holds notes, the tax treatment of a partner will generally depend upon the status of the partner and the activities of the partnership. A partner of a partnership holding notes is urged to consult its own tax advisors.

This summary does not represent a detailed description of the U.S. federal income tax consequences to holders in light of their particular circumstances and does not address the effects of any state, local or non-U.S. tax laws. Persons considering the purchase of notes should consult their own tax advisors concerning the particular U.S. federal income tax consequences to them of the ownership of the notes, as well as any consequences arising under the laws of any other taxing jurisdiction.

Payments of Interest

Except as set forth below, stated interest on a note will generally be taxable to a U.S. Holder as ordinary income at the time it is paid or accrued in accordance with the U.S. Holder's method of accounting for U.S. federal income tax purposes. Interest income on a note generally will be considered foreign source income and, for purposes of the U.S. foreign tax credit, generally will be considered passive category income.

Original Issue Discount Notes

U.S. Holders of notes issued with original issue discount (OID), other than Short-Term Notes (as defined below), will be subject to special tax accounting rules, as described in greater detail below. Notes issued with OID will be referred to as Original Issue Discount Notes. U.S. Holders of such notes should be aware that they generally must include OID in gross income in advance of the receipt of cash attributable to that income. However, U.S. Holders of such notes generally will not be required to include separately in income cash payments received on the notes, even if denominated as interest, to the extent such payments do not constitute qualified stated interest (as defined below). OID on a note generally will be considered foreign source income and, for purposes of the U.S. foreign tax credit, generally will be considered passive category income. Notice will be given in the applicable pricing supplement when TD determines that a particular note will be an Original Issue Discount Note.

Additional rules applicable to Original Issue Discount Notes that are denominated in or determined by reference to a currency or currencies other than the U.S. dollar are described under Foreign Currency Notes below.

A note with an issue price that is less than its stated redemption price at maturity (the sum of all payments to be made on the note other than qualified stated interest) will be issued with OID unless such difference is de minimis (i.e., less than 0.25 percent of the stated redemption price at maturity multiplied by the number of complete years to maturity). The issue price of each note in a particular offering will be the first price at which a substantial amount of that particular offering is sold (other than to an underwriter, broker, placement agent or wholesaler).

The term qualified stated interest means stated interest that is unconditionally payable in cash or in property (other than debt instruments of the issuer) at least annually at a single fixed rate or, subject to certain conditions, a rate based on one or more interest indices. Interest is payable at a single fixed rate only if the rate appropriately takes into account the length of the interval between payments. Notice will be given in the applicable pricing supplement when TD determines that a particular note will bear interest that is not qualified stated interest.

In the case of a note issued with de minimis OID, the U.S. Holder generally must include such de minimis OID in income as stated principal payments on the notes are made in proportion to the stated principal amount of the note unless the holder makes an election to treat all interest as OID as further described below. Any amount of de minimis OID that has been included in income shall be treated as capital gain.

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Certain of the notes may be redeemed prior to their stated maturity date (as specified in the applicable pricing supplement) at the option of TD and/or at the option of the holder. Original Issue Discount Notes containing such features may be subject to rules that differ from the general rules discussed herein. Persons considering the purchase of Original Issue Discount Notes with such features should carefully examine the applicable pricing supplement and should consult their own tax advisors with respect to such features since the tax consequences with respect to OID will depend, in part, on the particular terms and features of the notes.

U.S. Holders of Original Issue Discount Notes with a maturity upon issuance of more than one year must, in general, include OID in income in advance of the receipt of some or all of the related cash payments, regardless of such U.S. Holders' method of accounting. The amount of OID that a U.S. Holder must include in income is calculated using a constant-yield method, and generally a holder will include increasingly greater amounts of OID in income over the life of the Original Issue Discount Note. Specifically, the amount of OID includible in income by the initial U.S. Holder of an Original Issue Discount Note is the sum of the daily portions of OID with respect to the note for each day during the taxable year or portion of the taxable year in which such U.S. Holder held such note (accrued OID). The daily portion is determined by allocating to each day in any accrual period a pro rata portion of the OID allocable to that accrual period. The accrual period for an Original Issue Discount Note may be of any length and may vary in length over the term of the note, provided that each accrual period is no longer than one year and each scheduled payment of principal or interest occurs on the first day or the final day of an accrual period. The amount of OID allocable to any accrual period other than the final accrual period is an amount equal to the excess, if any, of (a) the product of the note's adjusted issue price at the beginning of such accrual period and its yield to maturity (determined on the basis of compounding at the close of each accrual period and properly adjusted for the length of the accrual period) over (b) the aggregate of all qualified stated interest allocable to the accrual period. OID allocable to a final accrual period is the difference between the amount payable at maturity (other than a payment of qualified stated interest) and the adjusted issue price at the beginning of the final accrual period. Special rules will apply for calculating OID for an initial short accrual period. The adjusted issue price of an Original Issue Discount Note at the beginning of any accrual period is equal to its issue price increased by the accrued OID for each prior accrual period (determined without regard to the amortization of any acquisition or bond premium, as described below) and reduced by any payments previously made on such note (other than qualified stated interest). TD is required to provide information returns stating the amount of OID accrued on Original Issue Discount Notes held by persons of record other than certain exempt holders.

Floating rate notes are subject to special OID rules. In the case of a floating rate note that is an Original Issue Discount Note, both the yield to maturity and qualified stated interest will be determined solely for purposes of calculating the accrual of OID as though the note will bear interest in all periods at a fixed rate generally equal to the rate that would be applicable to interest payments on the note on its date of issue or, in the case of certain floating rate notes, the rate that reflects the yield to maturity that is reasonably expected for the note. Additional rules may apply if interest on a floating rate note is based on more than one interest rate. Persons considering the purchase of floating rate notes should carefully examine the applicable pricing supplement and should consult their own tax advisors regarding the U.S. federal income tax consequences of the holding and disposition of such notes.

In addition, the discussion above generally does not address notes providing for contingent payments or notes that may be convertible or exchangeable for stock or other securities (or the cash value thereof). U.S. Holders should carefully examine the applicable pricing supplement and should consult their own tax advisors regarding the U.S. federal income tax consequences of the holding and disposition of any such notes.

U.S. Holders may elect to treat all interest on any note as OID and calculate the amount includible in gross income under the constant yield method described above. For the purposes of this election, interest includes stated interest, acquisition discount, OID, de minimis OID, market discount, de minimis market discount and unstated interest, as adjusted by any amortizable bond premium or acquisition premium. U.S. Holders should consult with their own tax advisors about this election.

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Short-Term Notes

In the case of notes having a term of one year or less (Short-Term Notes), all payments (including all stated interest) will be included in the stated redemption price at maturity and will not be qualified stated interest. Thus, U.S. Holders will generally be taxable on the discount in lieu of stated interest. The discount will be equal to the excess of the stated redemption price at maturity over the issue price of a Short-Term Note, unless the U.S. Holder elects to compute this discount using tax basis instead of issue price. In general, individuals and certain other cash method U.S. Holders of a Short-Term Note are not required to include accrued discount in their income currently unless they elect to do so (but may be required to include any stated interest in income as it is received). U.S. Holders that report income for U.S. federal income tax purposes on the accrual method and certain other U.S. Holders are required to accrue discount on such Short-Term Notes (as ordinary income) on a straight-line basis, unless an election is made to accrue the discount according to a constant yield method based on daily compounding. In the case of a U.S. Holder that is not required, and does not elect, to include discount in income currently, any gain realized on the sale, exchange or retirement of Short-Term Notes will generally be ordinary income to the extent of the discount accrued through the date of sale, exchange or retirement. In addition, a U.S. Holder that does not elect to include currently accrued discount in income may be required to defer deductions for a portion of the U.S. Holder's interest expense with respect to any indebtedness incurred or continued to purchase or carry such Short-Term Notes.

Market Discount

If a U.S. Holder purchases a note, other than a Short-Term Note, for an amount that is less than its stated redemption price at maturity or, in the case of an Original Issue Discount Note, its adjusted issue price, the amount of the difference will be treated as market discount for U.S. federal income tax purposes, unless such difference is less than a specified de minimis amount. Under the market discount rules, a U.S. Holder will be required to treat any principal payment on, or any gain on the sale, exchange, retirement or other disposition of, a note as ordinary income to the extent of the market discount which has not previously been included in income and is treated as having accrued on such note at the time of such payment or disposition. In addition, the U.S. Holder may be required to defer, until the maturity of the note or its earlier disposition in a taxable transaction, the deduction of all or a portion of the interest expense on any indebtedness incurred or continued to purchase or carry such note (in an amount not exceeding the accrued market discount).

Any market discount will be considered to accrue ratably during the period from the date of acquisition to the maturity date of the note, unless the U.S. Holder elects to accrue on a constant yield method. A U.S. Holder of a note may elect to include market discount in income currently as it accrues (on either a ratable or constant yield method), in which case the rule described above regarding deferral of interest deductions will not apply.

Acquisition Premium; Amortizable Bond Premium

A U.S. Holder that purchases an Original Issue Discount Note for an amount that is greater than its adjusted issue price but equal to or less than the sum of all amounts payable on the note after the purchase date other than payments of qualified stated interest will be considered to have purchased such note at an acquisition premium. Under the acquisition premium rules, the amount of OID which such U.S. Holder must include in its gross income with respect to such note for any taxable year will be reduced by the portion of such acquisition premium properly allocable to such year.

A U.S. Holder that purchases a note for an amount in excess of the sum of all amounts payable on the note after the purchase date other than qualified stated interest will be considered to have purchased the note at a premium and will not be required to include OID, if any, in income. A U.S. Holder generally may elect to amortize the premium over the remaining term of the note on a constant yield method as an offset to interest when includible in income under the U.S. Holder's regular accounting method. Bond premium on a note held by a U.S. Holder that does not make such an election will decrease the gain or increase the loss otherwise recognized on disposition of the note.

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Sale, Exchange, Retirement or Other Disposition of Notes

Upon the sale, exchange, retirement or other disposition of a note, a U.S. Holder will recognize gain or loss equal to the difference between the amount realized upon the sale, exchange, retirement or other disposition (less an amount equal to any accrued and unpaid qualified stated interest, which will be treated as a payment of interest for U.S. federal income tax purposes) and the adjusted tax basis of the note. A U.S. Holder's adjusted tax basis in a note will, in general, be the U.S. Holder's cost for the note, increased by any OID, market discount or, in the case of Short-Term Notes, discount previously included in income by the U.S. Holder, and reduced by any amortized premium and any cash payments on the note other than qualified stated interest. Except (i) as described above with respect to certain Short-Term Notes and market discount, (ii) with respect to gain or loss attributable to changes in exchange rates, as discussed below with respect to certain Foreign Currency Notes (as defined below), and (iii) with respect to notes treated as contingent payment debt instruments for U.S. federal income tax purposes (which this summary generally does not discuss), such gain or loss will be capital gain or loss. Capital gains of individuals derived in respect of capital assets held for more than one year are eligible for preferential rates of taxation. The deductibility of capital losses is subject to limitations. Gain or loss realized by a U.S. Holder on the sale, exchange, retirement or other disposition of a note generally will be considered U.S. source gain or loss.

Foreign Currency Notes

The following is a summary of certain U.S. federal income tax consequences to a U.S. Holder of the ownership of a note denominated in, or for which payments are determined by reference to, a currency other than the U.S. dollar (a Foreign Currency Note).

Interest Payments

U.S. Holders that use the cash basis method of accounting for U.S. federal income tax purposes are required to include in income the U.S. dollar value of the amount of interest received, based on the exchange rate in effect on the date of receipt, regardless of whether the payment is in fact converted into U.S. dollars. No exchange gain or loss (as discussed below) is recognized with respect to the receipt of such payment.

U.S. Holders that use the accrual basis method of accounting for U.S. federal income tax purposes may determine the amount of income recognized with respect to an interest payment in accordance with either of two methods. Under the first method, the U.S. Holder will be required to include in income for each taxable year the U.S. dollar value of the interest that has accrued during such year, determined by translating such interest at the average rate of exchange for the period or periods during which such interest accrued. Under the second method, the U.S. Holder may elect to translate interest income at the spot rate on the last day of the accrual period (or last day of the taxable year in the case of an accrual period that straddles the U.S. Holder's taxable year) or on the date the interest payment is received if such date is within five business days of the end of the accrual period. Upon receipt of an interest payment on a note (including, upon the sale of such note, the receipt of proceeds attributable to accrued interest previously included in income), an accrual basis U.S. Holder will recognize ordinary income or loss in an amount equal to the difference between the U.S. dollar value of such payment (determined by translating any foreign currency received at the spot rate for such foreign currency on the date received) and the U.S. dollar value of the interest income that such U.S. Holder has previously included in income with respect to such payment.

Original Issue Discount Notes

OID on an Original Issue Discount Note that is also a Foreign Currency Note will be determined for any accrual period in the applicable foreign currency and then translated into U.S. dollars in the same manner as interest income accrued by a holder on the accrual basis, as described above. Upon receipt of OID on such note (including, upon the sale of such note, the receipt of proceeds attributable to OID previously included in income), a U.S. Holder will recognize ordinary income or loss in an amount determined in the same manner as interest income received by a holder on the accrual basis, as described above.

Table of Contents***Market Discount***

The amount of market discount on Foreign Currency Notes includible in income will generally be determined by translating the market discount determined in the foreign currency into U.S. dollars at the spot rate on the date the Foreign Currency Note is retired or otherwise disposed of. If the U.S. Holder has elected to accrue market discount currently, then the amount which accrues is determined in the foreign currency and then translated into U.S. dollars on the basis of the average exchange rate in effect during such accrual period. A U.S. Holder will recognize exchange gain or loss with respect to market discount which is accrued currently using the approach applicable to the accrual of interest income as described above.

Amortizable Bond Premium

Bond premium on a Foreign Currency Note will be computed in the applicable foreign currency. With respect to a U.S. Holder that elects to amortize the premium, the amortizable bond premium will reduce interest income in the applicable foreign currency. At the time bond premium is amortized, exchange gain or loss (which is generally ordinary income or loss) will be realized based on the difference between spot rates at such time and at the time of acquisition of the Foreign Currency Note. A U.S. Holder that does not elect to amortize bond premium will translate the bond premium, computed in the applicable foreign currency, into U.S. dollars at the spot rate on the maturity date and such bond premium will constitute a capital loss which may be offset or eliminated by exchange gain.

Sale, Exchange, Retirement or Other Disposition of Foreign Currency Notes

Upon the sale, exchange, retirement or other disposition of a Foreign Currency Note, a U.S. Holder will recognize gain or loss equal to the difference between the amount realized upon the sale, exchange, retirement or other disposition (less an amount equal to any accrued and unpaid qualified stated interest, which will be treated as a payment of interest for U.S. federal income tax purposes) and the U.S. Holder's adjusted tax basis in the Foreign Currency Note. Except as described above with respect to certain Short-Term Notes or with respect to market discount, and subject to the foreign currency rules discussed below, such gain or loss will be capital gain or loss and will be long-term capital gain or loss if at the time of sale, exchange, retirement or other disposition, the Foreign Currency Note has been held for more than one year. Capital gains of individuals derived with respect to capital assets held for more than one year are eligible for reduced rates of taxation. The deductibility of capital losses is subject to limitations. Gain or loss realized by a U.S. Holder on the sale, exchange, retirement or other taxable disposition of a Foreign Currency Note generally will be considered U.S. source gain or loss.

A U.S. Holder's initial tax basis in a Foreign Currency Note generally will be the U.S. Holder's cost therefor. If a U.S. Holder purchased a Foreign Currency Note with foreign currency, the U.S. Holder's cost will be the U.S. dollar value of the foreign currency amount paid for such Foreign Currency Note determined at the time of such purchase. If a U.S. Holder's Foreign Currency Note is sold, exchanged, retired or otherwise disposed of for an amount denominated in foreign currency, then the U.S. Holder's amount realized generally will be based on the spot rate of the foreign currency on the date of the sale, exchange, retirement or other disposition. If the Foreign Currency Notes are traded on an established securities market and the U.S. Holder is a cash method taxpayer, however, foreign currency paid or received is translated into U.S. dollars at the spot rate on the settlement date of the purchase or sale. An accrual method taxpayer may elect the same treatment with respect to the purchase and sale of Foreign Currency Notes traded on an established securities market, provided that the election is applied consistently.

Upon the sale, exchange, retirement or other disposition of a Foreign Currency Note, a U.S. Holder may recognize exchange gain or loss with respect to the principal amount of such Foreign Currency Note. For these purposes, the principal amount of the Foreign Currency Note is the U.S. Holder's purchase price for the Foreign Currency Note calculated in the foreign currency on the date of purchase, and the amount of exchange gain or loss realized is equal to the difference between (i) the U.S. dollar value of the principal amount determined on the

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date of the sale, exchange, retirement or other disposition of the Foreign Currency Note and (ii) the U.S. dollar value of the principal amount determined on the date such U.S. Holder purchased the note. Such gain or loss will be treated as ordinary income or loss and generally will be U.S. source gain or loss. The recognition of such gain or loss will be limited to the amount of overall gain or loss realized on the disposition of a Foreign Currency Note.

Exchange Gain or Loss with Respect to Foreign Currency

A U.S. Holder's tax basis in the foreign currency received as interest on a Foreign Currency Note will be the U.S. dollar value thereof at the spot rate in effect on the date the foreign currency is received. A U.S. Holder's tax basis in foreign currency received on the sale, exchange or retirement of a Foreign Currency Note will be equal to the U.S. dollar value of the foreign currency, determined at the time of the sale, exchange or retirement, or, if the Foreign Currency Notes are traded on an established securities market, the spot rate of exchange on the settlement date, in the case of a cash basis U.S. Holder or an electing accrual basis U.S. Holder as described above.

Any gain or loss recognized by a U.S. Holder on a sale, exchange or other disposition of the foreign currency will be ordinary income or loss and generally will be U.S. source gain or loss.

Disclosure Requirements

Treasury Regulations meant to require the reporting of certain tax shelter transactions (Reportable Transactions) could be interpreted to cover transactions generally not regarded as tax shelters, including certain foreign currency transactions. Under the Treasury Regulations, certain transactions may be characterized as Reportable Transactions including, in certain circumstances, a sale, exchange, retirement or other taxable disposition of a Foreign Currency Note or foreign currency received in respect of a Foreign Currency Note to the extent that such sale, exchange, retirement or other taxable disposition results in a tax loss in excess of a threshold amount. Persons considering the purchase of Foreign Currency Notes should consult with their own tax advisors to determine the tax return disclosure obligations, if any, with respect to an investment in a Foreign Currency Note, including any requirement to file Internal Revenue Service (IRS) Form 8886 (Reportable Transaction Disclosure Statement).

Additional Medicare Tax on Unearned Income

With respect to taxable years beginning after December 31, 2012, certain U.S. Holders, including individuals and estates and trusts, will be subject to an additional 3.8% Medicare tax on unearned income. For individual U.S. Holders, the additional Medicare tax applies to the lesser of (i) net investment income, or (ii) the excess of modified adjusted gross income over US\$200,000 (US\$250,000 if married and filing jointly or US\$125,000 if married and filing separately). Net investment income generally equals the taxpayer's gross investment income reduced by the deductions that are allocable to such income. Investment income generally includes passive income such as interest, dividends, annuities, royalties, rents, and capital gains. U.S. Holders are urged to consult their own tax advisors regarding the implications of the additional Medicare tax resulting from an investment in the notes.

Information Reporting and Backup Withholding

In general, information reporting requirements will apply to payments of principal, interest, OID and premium paid on notes and to the proceeds of sale of a note paid to U.S. Holders other than certain exempt recipients. A backup withholding tax may apply to such payments if the U.S. Holder fails to provide a taxpayer identification number or certification of exempt status or fails to report in full dividend and interest income.

Any amounts withheld under the backup withholding rules will be allowed as a refund or credit against such U.S. Holder's U.S. federal income tax liability provided the required information is timely furnished to the IRS.

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Individual U.S. Holders that own specified foreign financial assets may be required to include certain information with respect to such assets with their U.S. federal income tax return. U.S. Holders are urged to consult their own tax advisors regarding such requirements with respect to the notes.

Additional Withholding Requirements

The Hiring Incentives to Restore Employment Act, which was enacted in early 2010 and contains provisions from the former Foreign Account Tax Compliance Act of 2009 (FATCA), encourages foreign financial institutions to report information about their U.S. account holders (including holders of certain equity or debt interests) to the IRS. Foreign financial institutions that fail to comply with the withholding and reporting requirements of FATCA (Non-participating FFIs) and certain account holders that do not provide sufficient information about their U.S. status (Recalcitrant Account Holders) will be subject to a 30% withholding tax on certain payments they receive. Notes outstanding on March 18, 2012 are exempt from this withholding tax under a grandfathering provision, and proposed Treasury Regulations would extend this grandfathering to notes that are outstanding on January 1, 2013. Payments to Non-participating FFIs and Recalcitrant Account Holders on notes not exempted under the grandfathering provision will not be subject to withholding prior to January 1, 2015, and proposed Treasury Regulations would further delay withholding until January 1, 2017. The proposed Treasury Regulations under FATCA are not effective until finalized, however, and unless and until they are so finalized, taxpayers are not entitled to rely upon them.

No final Treasury Regulations providing the specific requirements and consequences of FATCA have yet been issued, and the future application of FATCA to TD and holders of notes is uncertain. If a holder of notes is subject to withholding there will be no additional amounts payable by way of compensation to the holder of notes for the deducted amount. Holders of notes should consult their own tax advisors regarding this legislation in light of such holder s particular situation.

CANADIAN TAXATION

The following is, as of the date hereof, a summary of the principal Canadian federal income tax considerations under the *Income Tax Act* (Canada) (the Canadian Tax Act) and Income Tax Regulations issued thereunder (the Canadian Tax Regulations) generally applicable to a holder who acquires beneficial ownership of a note upon the initial issuance of the note by the Bank pursuant to this prospectus supplement, and who, for purposes of the Canadian Tax Act and any applicable income tax convention, at all relevant times, is not resident and is not deemed to be resident in Canada, and who, for purposes of the Canadian Tax Act, at all relevant times, (i) deals at arm s length with TD and any Canadian resident (or deemed Canadian resident) to whom the holder disposes of the note, (ii) is entitled to receive all payments (including any interest and principal) made on the note, (iii) is not, and deals at arm s length with each person who is, a specified shareholder of TD for purposes of the thin capitalization rules in the Canadian Tax Act, (iv) holds the note as capital property, (v) does not use or hold and is not deemed to use or hold the note in or in the course of carrying on a business in Canada and (vi) is not an insurer carrying on an insurance business in Canada and elsewhere (a Non-resident Holder).

This summary is based upon the current provisions of the Canadian Tax Act and the Canadian Tax Regulations in force as of the date hereof, all specific proposals to amend the Canadian Tax Act and the Canadian Tax Regulations publicly announced by or on behalf of the Minister of Finance (Canada) prior to the date hereof (the Tax Proposals) and counsel s understanding of the current administrative policies and assessing practices of the Canada Revenue Agency (CRA) published in writing by the CRA prior to the date hereof. This summary is not exhaustive of all possible Canadian federal income tax considerations relevant to an investment in notes and, except for the Tax Proposals, does not take into account or anticipate any changes in law or CRA administrative policies or assessing practices, whether by way of legislative, governmental or judicial decision or action, nor does it take into account or consider any other federal tax considerations or any provincial, territorial or foreign tax considerations, which may differ materially from those discussed herein. While this summary assumes that the Tax Proposals will be enacted in the form proposed, no assurance can be given that this will be the case, and no assurance can be given that judicial, legislative or administrative changes will not modify or change the statements below.

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The following is only a general summary of certain Canadian non-resident withholding and other tax provisions which may affect a Non-resident Holder of the notes described in this prospectus supplement. This summary is not, and is not intended to be, and should not be construed to be, legal or tax advice to any particular Non-resident Holder and no representation with respect to the income tax consequences to any particular Non-resident Holder is made. Persons considering investing in notes should consult their own tax advisors with respect to the tax consequences of acquiring, holding and disposing of notes having regard to their own particular circumstances.

Material Canadian federal income tax considerations applicable to notes may be described particularly in the pricing supplement related thereto, when such notes are offered. In the event the material Canadian federal income tax considerations are described in the pricing supplement, the following description will be superseded by the description in such pricing supplement to the extent indicated therein.

Interest (including amounts on account or in lieu of payment of, or in satisfaction of, interest) paid or credited, or deemed to be paid or credited on a note to a Non-resident Holder will not be subject to Canadian non-resident withholding tax unless all or any part of such interest is participating debt interest. Participating debt interest is defined generally as interest (other than on a prescribed obligation described below) all or any portion of which is contingent or dependent on the use of or production from property in Canada or is computed by reference to revenue, profit, cash flow, commodity price or any other similar criterion or by reference to dividends paid or payable to shareholders of any class or series of shares of a corporation. A prescribed obligation for this purpose is an indexed debt obligation, as defined in the Canadian Tax Act, in respect of which no amount payable is: (a) contingent or dependent upon the use of, or production from, property in Canada, or (b) computed by reference to: (i) revenue, profit, cash flow, commodity price or any other similar criterion, other than a change in the purchasing power of money, or (ii) dividends paid or payable to shareholders of any class of shares of the capital stock of a corporation. An indexed debt obligation is a debt obligation the terms or conditions of which provide for an adjustment to an amount payable in respect of the obligation for a period during which the obligation was outstanding that is determined by reference to a change in the purchasing power of money.

In the event that a note is redeemed, cancelled, purchased or repurchased by TD or any other person resident or deemed to be resident in Canada from a Non-resident Holder or is otherwise assigned or transferred by a Non-resident Holder to a person resident or deemed to be resident in Canada for an amount which exceeds, generally, the issue price thereof, the excess may, in certain circumstances be deemed to be interest and may, together with any interest that has accrued or is deemed to have accrued on the note to that time, be subject to Canadian non-resident withholding tax if all or any part of such interest is participating debt interest. Notwithstanding the previous sentence, such excess will not be subject to Canadian non-resident withholding tax where the note is not an indexed debt obligation (described above) and was issued for an amount not less than 97% of its principal amount (as defined in the Canadian Tax Act), and the yield from the note, expressed in terms of an annual rate (determined in accordance with the Canadian Tax Act) on the amount for which the note was issued, does not exceed 4/3 of the interest stipulated to be payable on the note, expressed in terms of an annual rate on the outstanding principal amount from time to time.

If applicable, the normal rate of Canadian non-resident withholding tax is 25% but such rate may be reduced under the terms of an applicable income tax treaty.

Generally, there are no other Canadian taxes on income (including taxable capital gains) payable by a Non-resident Holder under the Canadian Tax Act solely as a consequence of the acquisition, ownership or disposition of notes.

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BENEFIT PLAN INVESTOR CONSIDERATIONS

A fiduciary of a pension, profit-sharing or other employee benefit plan (each, an employee benefit plan) subject to Title I of the U.S. Employee Retirement Income Security Act of 1974, as amended (ERISA), should consider the fiduciary standards of ERISA in the context of the employee benefit plan's particular circumstances before authorizing an investment in any debt securities. Among other factors, the fiduciary should consider whether the investment would satisfy the prudence and diversification requirements of ERISA and would be consistent with the documents and instruments governing the employee benefit plan, and whether the investment would involve a prohibited transaction under Section 406 of ERISA or Section 4975 of the U.S. Internal Revenue Code of 1986, as amended (the Code).

Section 406 of ERISA and Section 4975 of the Code prohibit (i) employee benefit plans which are subject to Title I of ERISA, (ii) plans defined in Section 4975 of the Code (including individual retirement accounts and Keogh) which are subject to Section 4975 of the Code and (iii) entities whose underlying assets are considered to include plan assets of any employee benefit plan subject to Title I of ERISA or plan subject to Section 4975 of the Code (each of the foregoing described in clauses (i), (ii) and (iii) referred to herein as an ERISA plan), from engaging in certain transactions involving plan assets with persons who are parties in interest under ERISA or disqualified persons under the Code (parties in interest) with respect to the ERISA plan. A violation of these prohibited transaction rules may result in civil penalties or other liabilities under ERISA and/or an excise tax under Section 4975 of the Code for those persons, unless exemptive relief is available under an applicable statutory, regulatory or administrative exemption. In addition, the fiduciary of the ERISA plan that engaged in such a non-exempt prohibited transaction may be subject to penalties and liabilities under ERISA and Section 4975 of the Code.

The acquisition, holding or, if applicable, exchange, of debt securities by an ERISA plan with respect to which we or certain of our affiliates is or becomes a party in interest may constitute or result in a prohibited transaction under ERISA or Section 4975 of the Code, unless the debt security is acquired and held pursuant to and in accordance with an applicable exemption. In this regard, the U.S. Department of Labor has issued prohibited transaction class exemptions, or PTCEs, that may provide exemptive relief if required for direct or indirect prohibited transactions that may arise from the purchase or holding of a debt security. These exemptions include, without limitation:

PTCE 84-14, an exemption for certain transactions determined or effected by independent qualified professional asset managers;

PTCE 90-1, an exemption for certain transactions involving insurance company pooled separate accounts;

PTCE 91-38, an exemption for certain transactions involving bank collective investment funds;

PTCE 95-60, an exemption for transactions involving certain insurance company general accounts; and

PTCE 96-23, an exemption for plan asset transactions managed by in-house asset managers.

In addition, Section 408(b)(17) of ERISA and Section 4975(d)(20) of the Code provide statutory exemptive relief for certain arm's length transactions with a person that is a party in interest solely by reason of providing services to ERISA plans or being an affiliate of such a service provider. Under these provisions, the purchase and sale of a debt security should not constitute a prohibited transaction under Section 406 of ERISA or Section 4975 of the Code, provided that neither the issuer of the debt security nor any of its affiliates have or exercise any discretionary authority or control or render any investment advice with respect to the assets of any ERISA plan involved in the transaction, and provided further that the ERISA plan pays no more and receives no

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less than adequate consideration in connection with the transaction. There can be no assurance that all of the conditions of any such exemptions will be satisfied, and debt securities should not be purchased or held by any person investing plan assets of any ERISA plan unless such purchase and holding will not constitute a non-exempt prohibited transaction under ERISA and the Code.

Certain employee benefit plans and arrangements including those that are governmental plans (as defined in section 3(32) of ERISA), certain church plans (as defined in Section 3(33) of ERISA) and foreign plans (as described in Section 4(b)(4) of ERISA) (collectively referred to herein as non-ERISA arrangements) are not subject to the fiduciary responsibility or prohibited transaction provisions of Title I of ERISA or Section 4975 of the Code but may be subject to similar provisions under other applicable federal, state, local, non-U.S. or other regulations, rules or laws (collectively, similar laws).

Accordingly, by acceptance of a debt security or any interest therein, each purchaser and holder of debt securities or any interest therein will be deemed to have represented by its purchase and holding of the debt securities that either (1) it is not an ERISA plan and is not purchasing any debt securities or interest therein on behalf of or with plan assets of any ERISA plan or (2) the purchase and holding of the debt securities or any interest therein will not constitute a non-exempt prohibited transaction under Title I of ERISA or Section 4975 of the Code. In addition, any purchaser or holder of debt securities or any interest therein which is a non-ERISA arrangement will be deemed to have represented by its purchase or holding of the debt securities that its purchase and holding will not violate any applicable similar law.

Due to the complexity of these rules and the penalties that may be imposed upon persons involved in non-exempt prohibited transactions, it is particularly important that fiduciaries or other persons considering purchasing debt securities on behalf of or with plan assets of any ERISA plan or non-ERISA arrangement consult with their counsel regarding the availability of exemptive relief under any of the PTCEs listed above or some other basis on which such purchase and holding is not prohibited, or the potential consequences of any purchase, holding or exchange under similar laws, as applicable.

Each purchaser and holder of debt securities has exclusive responsibility for ensuring that its purchase and holding of the debt securities does not violate the fiduciary or prohibited transaction rules of Title I of ERISA, Section 4975 of the Code or any applicable similar laws. The sale of any debt securities to any ERISA plan or non-ERISA arrangement is in no respect a representation by us or any of our affiliates or representatives that such an investment meets all relevant legal requirements with respect to investments by plans generally or any particular plan, or that such an investment is appropriate for plans generally or any particular plan.

SUPPLEMENTAL PLAN OF DISTRIBUTION (CONFLICTS OF INTEREST)

We and TD Securities (USA) LLC, as agent, have entered into a distribution agreement with respect to the notes. The agent or agents through whom the notes will be offered will be identified in the applicable pricing supplement. Subject to certain conditions, the agent has agreed to use its reasonable efforts to solicit purchases of the notes. We have the right to accept offers to purchase notes and may reject any proposed purchase of the notes. The agent may also reject any offer to purchase notes. We will pay the agent a commission on any notes sold through the agent. The commission is expected to range from 0% to 2% of the principal amount of the notes, depending on the stated maturity of the notes, for fixed rate and floating rate notes, or in such other amount as may be agreed between the agent and TD.

We may also sell notes to the agent, who will purchase the notes as principal for its own account. In that case, we will either pay the agent a commission as discussed above or the agent may purchase the notes at a price equal to the issue price specified in the applicable pricing supplement, less a discount to be agreed with us at the time of the offering.

The agent may resell any notes it purchases as principal to other brokers or dealers at a discount, which may include all or part of the discount the agent received from us. If all the notes are not sold at the initial offering price, the agent may change the offering price and the other selling terms.

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We may also sell notes directly to investors. We will not pay commissions on notes we sell directly.

We have reserved the right to withdraw, cancel or modify the offer made by this prospectus supplement without notice and may reject orders in whole or in part whether placed directly with us or with an agent. No termination date has been established for the offering of the notes.

The agent, whether acting as agent or principal, may be deemed to be an underwriter within the meaning of the Securities Act of 1933, as amended (the Securities Act). We have agreed to indemnify the agent against certain liabilities, including liabilities under the Securities Act, or to contribute to payments made in respect of those liabilities.

If the agent sells notes to dealers who resell to investors and the agent pays the dealers all or part of the discount or commission it receives from us, those dealers may also be deemed to be underwriters within the meaning of the Securities Act.

Unless otherwise indicated in any pricing supplement, payment of the purchase price of notes, other than notes denominated in a non-U.S. dollar currency, will be required to be made in funds immediately available in The City of New York. The notes will be in the Same Day Funds Settlement System at DTC and, to the extent the secondary market trading in the notes is effected through the facilities of such depository, such trades will be settled in immediately available funds.

We may appoint additional agents with respect to the notes. Any other agents will be named in the applicable pricing supplements and those agents will enter into the distribution agreement referred to above. The agent referred to above and any additional agents may engage in commercial banking and investment banking and other transactions with and perform services for TD and our affiliates in the ordinary course of business. TD Securities (USA) LLC is an affiliate of TD and may resell notes to or through another of our affiliates, as selling agent.

The notes are a new issue of securities, and there will be no established trading market for any note before its original issue date. We do not plan to list the notes on a securities exchange or quotation system. We have been advised by the agent named above that it may make a market in the notes offered through it. However, neither TD Securities (USA) LLC nor any of our other affiliates nor any other agent named in your pricing supplement that makes a market is obligated to do so, and any of them may stop doing so at any time without notice. No assurance can be given as to the liquidity or trading market for the notes.

The agent may engage in over-allotment, stabilizing transactions, syndicate covering transactions and penalty bids in accordance with Regulation M under the Exchange Act. Over-allotment involves syndicate sales in excess of the offering size, which creates a syndicate short position. Stabilizing transactions permit bids to purchase the underlying security so long as the stabilizing bids do not exceed a specified maximum. Syndicate covering transactions involve purchases of the notes in the open market after the distribution has been completed in order to cover syndicate short positions. Penalty bids permit reclaiming a selling concession from a syndicate member when the notes originally sold by such syndicate member are purchased in a syndicate covering transaction to cover syndicate short positions. Such stabilizing transactions, syndicate covering transactions and penalty bids may stabilize, maintain or otherwise affect the market price of the notes, which may be higher than it would otherwise be in the absence of such transactions. The agent is not required to engage in these activities, and may end any of these activities at any time.

In addition to offering notes through the agent as discussed above, other medium-term notes that have terms substantially similar to the terms of the notes offered by this prospectus supplement may in the future be offered, concurrently with the offering of the notes, on a continuing basis by TD. Any of these notes sold pursuant to the distribution agreement or sold by TD directly to investors will reduce the aggregate amount of notes which may be offered by this prospectus supplement.

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Market-Making Transactions

This prospectus supplement may be used by TD Securities (USA) LLC and any other affiliate of ours in connection with offers and sales of the notes in market-making transactions. In a market-making transaction, an agent or other person resells a note it acquires from other holders after the original offering and sale of the note. Resales of this kind may occur in the open market or may be privately negotiated, at prevailing market prices at the time of resale or at related or negotiated prices. In these transactions, such agent may act as principal or agent, including as agent for the counterparty in a transaction in which TD Securities (USA) LLC or another agent acts as principal, or as agent for both counterparties in a transaction in which TD Securities (USA) LLC does not act as principal. The agent may receive compensation in the form of discounts and commissions, including from both counterparties in some cases. Other affiliates of TD (in addition to TD Securities (USA) LLC) may also engage in transactions of this kind and may use this prospectus supplement for this purpose.

The aggregate initial offering price specified on the cover of this prospectus supplement relates to the initial offering of new notes we may issue on and after the date of this prospectus supplement. This amount does not include notes that may be resold in market-making transactions. The latter includes notes that we may issue going forward as well as notes we have previously issued.

TD does not expect to receive any proceeds from market-making transactions. TD does not expect that any agent that engages in these transactions will pay any proceeds from its market-making resales to TD.

Information about the trade and settlement dates, as well as the purchase price, for a market-making transaction will be provided to the purchaser in a separate confirmation of sale.

Unless TD or an agent informs you in your confirmation of sale that your note is being purchased in its original offering and sale, you may assume that you are purchasing your note in a market-making transaction.

In this prospectus supplement, the term *this offering* means the initial offering of the notes made in connection with their original issuance. This term does not refer to any subsequent resales of notes in market-making transactions.

Conflicts of Interest

TD Securities (USA) LLC is an affiliate of The Toronto-Dominion Bank. FINRA Rule 5121 imposes certain requirements when a FINRA member, such as TD Securities (USA) LLC, distributes an affiliated company's securities. TD Securities (USA) LLC has advised The Toronto-Dominion Bank that each particular offering of notes in which it participates will comply with the applicable requirements of FINRA Rule 5121.

Neither TD Securities (USA) LLC nor any other FINRA member is permitted to sell notes in an offering to an account over which it exercises discretionary authority without the prior written approval of the customer to which the account relates.

DOCUMENTS FILED AS PART OF THE REGISTRATION STATEMENT

In addition to the documents specified in the accompanying prospectus under *Documents Incorporated by Reference*, the Distribution Agreement dated the date of this prospectus supplement between us and the agent was filed with the Securities and Exchange Commission and incorporated by reference as part of the registration statement on Form F-10 (File No. 333-181769), to which this prospectus supplement relates (the *Registration Statement*). Additional exhibits to the Registration Statement to which this prospectus supplement relates may be subsequently filed in reports on Form 40-F or on Form 6-K that specifically state that such materials are incorporated by reference as exhibits in Part II of the Registration Statement.

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AUDITORS' CONSENT

We have read the Short Form Base Shelf Prospectus of The Toronto-Dominion Bank (the "Bank") dated June 15, 2012 as supplemented by the Prospectus Supplement dated June 15, 2012 related to the offering of Senior Medium-Term Notes, Series A. We have complied with Canadian generally accepted standards for an auditor's involvement with offering documents.

We consent to the incorporation by reference in the above-mentioned Prospectus Supplement of our report dated November 30, 2011 to the shareholders of the Bank on the Consolidated Balance Sheet of the Bank as at October 31, 2011 and 2010 and the Consolidated Statements of Income, Changes in Shareholders' Equity, Comprehensive Income and Cash Flows for each of the years then ended.

/s/ Ernst & Young LLP

Chartered Accountants

Licensed Public Accountants

Toronto, Canada

June 15, 2012

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This short form prospectus is referred to as a base shelf prospectus and has been filed under legislation in the Province of Ontario that permits certain information about these securities to be determined after this prospectus has become final and that permits the omission from this prospectus of that information. The legislation requires the delivery to purchasers of a prospectus supplement containing the omitted information within a specified period of time after agreeing to purchase any of these securities.

This short form base shelf prospectus and each document deemed to be incorporated by reference herein constitutes a public offering of these securities only in those jurisdictions where they may be lawfully offered for sale and therein only by persons permitted to sell such securities. No securities regulatory authority has expressed an opinion about these securities and it is an offense to claim otherwise.

Information has been incorporated by reference in this short form base shelf prospectus from documents filed with the securities commission or similar authorities in Canada. Copies of the documents incorporated herein by reference may be obtained on request without charge from the Corporate Secretary of The Toronto-Dominion Bank at the following address: Toronto Dominion Bank Tower, Toronto-Dominion Centre, Toronto, Ontario, Canada, M5K 1A2 (telephone: (416) 308-6963) and are also available electronically at www.sedar.com.

New Issue

Short Form Base Shelf Prospectus

June 15, 2012

The Toronto-Dominion Bank

(a Canadian chartered bank)

U.S. \$15,000,000,000

Senior Debt Securities

We intend to offer from time to time senior debt securities (which we refer to in this prospectus as the debt securities) in one or more series with a total offering price not to exceed U.S. \$15,000,000,000 (or the U.S. dollar equivalent thereof if any of the debt securities are denominated in a currency or a currency unit other than U.S. dollars) during the 25-month period that this prospectus, including any amendments thereto, remains valid.

All shelf information omitted from this short form base shelf prospectus will be contained in one or more prospectus supplements that will be delivered to purchasers together with this prospectus. You should read this prospectus and the applicable supplement carefully before you invest.

We may sell the debt securities to or through one or more underwriters, dealers or agents. The names of the underwriters, dealers or agents will be set forth in supplements to this prospectus.

The debt securities will constitute our unsecured and unsubordinated contractual obligations and will constitute deposit liabilities which will rank *pari passu* in right of payment with all of our deposit liabilities, except for obligations preferred by mandatory provisions of law. **The debt securities will not be insured under the Canada Deposit Insurance Corporation Act or by the U.S. Federal Deposit Insurance Corporation or any other Canadian or U.S. government agency or instrumentality.**

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We are permitted, under a multijurisdictional disclosure system adopted by the United States, to prepare this prospectus in accordance with the disclosure requirements of Canada. Prospective investors should be aware that such requirements are different from those of the United States. Financial statements included or incorporated herein have been prepared in accordance with International Financial Reporting Standards (IFRS), as issued by the International Accounting Standards Board (IASB) or Canadian generally accepted accounting principles, and are subject to Canadian auditing and auditor independence standards, and thus may not be comparable to financial statements of United States companies.

Prospective investors should be aware that the acquisition of the debt securities described herein may have tax consequences both in the United States and in Canada. Such consequences for investors who are resident in, or citizens of, the United States may not be described fully herein.

The enforcement by investors of civil liabilities under the United States federal securities laws may be affected adversely by the fact that we are organized under the laws of Canada, that most of our officers and directors, and some of the underwriters or experts named in this prospectus, may be residents of Canada and that all or a substantial portion of our assets and the assets of said persons may be located outside the United States.

THESE DEBT SECURITIES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE SECURITIES AND EXCHANGE COMMISSION (THE SEC) OR ANY STATE SECURITIES REGULATOR NOR HAS THE SEC OR ANY STATE SECURITIES REGULATOR PASSED UPON THE ACCURACY OR ADEQUACY OF THIS PROSPECTUS. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

This prospectus does not qualify for issuance debt securities in respect of which the payment of principal and/or interest may be determined, in whole or in part, by reference to one or more underlying interests, including, for example, an equity or debt security, a statistical measure of economic or financial performance including, but not limited to, any currency, consumer price or mortgage index, or the price or value of one or more commodities, indices or other items, or any other item or formula, or any combination or basket of the foregoing items. For greater certainty, this prospectus may qualify for issuance debt securities in respect of which the payment of principal and/or interest may be determined, in whole or in part, by reference to published rates of a central banking authority or one or more financial institutions, such as a prime rate or a bankers acceptance rate, or to recognized market benchmark interest rates such as LIBOR.

Certain of our affiliates may use this prospectus in the initial sale of any debt securities or in a market-making transaction in any debt securities after their initial sale. See Plan of Distribution .

There is no market through which the debt securities may be sold and purchasers may not be able to resell debt securities purchased under this prospectus. This may affect the pricing of the debt securities in the secondary market, the transparency and availability of trading prices, the liquidity of the debt securities, and the extent of issuer regulation. See Plan of Distribution .

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FORWARD LOOKING STATEMENTS

This prospectus, including those documents incorporated by reference, may contain forward-looking statements. All such statements are made pursuant to the safe harbour provisions and are intended to be forward-looking statements under, applicable Canadian and U.S. securities legislation, including the U.S. Private Securities Litigation Reform Act of 1995. Forward-looking statements include, but are not limited to, statements made in our second quarter Management's Discussion & Analysis (the Q2 MD&A) under the headings Business Outlook section for each business segment in the Performance Summary and in other statements regarding our objectives and priorities for 2012 and beyond and strategies to achieve them, and our anticipated financial performance. Forward-looking statements are typically identified by words such as will, should, believe, expect, anticipate, intend, estimate, plan, may, and could.

By their very nature, these statements require us to make assumptions and are subject to inherent risks and uncertainties, general and specific. Especially in light of the uncertainty related to the financial, economic, political and regulatory environments, such risks and uncertainties many of which are beyond our control and the effects of which can be difficult to predict may cause actual results to differ materially from the expectations expressed in the forward-looking statements. Risk factors that could cause such differences include: credit, market (including equity, commodity, foreign exchange, and interest rate), liquidity, operational (including technology), reputational, insurance, strategic, regulatory, legal, environmental, and other risks, all of which are discussed in our 2011 Annual Management's Discussion & Analysis (the Annual MD&A). Additional risk factors include the impact of recent U.S. legislative developments, as discussed under Significant Events in 2011 in the Financial Results Overview section of the Annual MD&A, as updated in the Q2 MD&A; changes to and new interpretations of capital and liquidity guidelines and reporting instructions; increased funding costs for credit due to market illiquidity and competition for funding; the failure of third parties to comply with their obligations to us or our affiliates relating to the care and control of information; and the overall difficult litigation environment, including in the United States. The preceding list is not exhaustive of all possible risk factors and other factors could also adversely affect our results. For more detailed information, see the Risk Factors and Management section of the Annual MD&A. All such factors should be considered carefully, as well as other uncertainties and potential events, and the inherent uncertainty of forward-looking statements, when making decisions with respect to us, and undue reliance should not be placed on our forward-looking statements. Material economic assumptions underlying the forward-looking statements contained in this document are set out in the Annual MD&A under the headings Economic Summary and Outlook, as updated in

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the Q2 MD&A and for each business segment, Business Outlook and Focus for 2012, as updated in the Q2 MD&A under the heading Business Outlook; and for the corporate segment under the heading Outlook. All such risk factors and assumptions may be updated in subsequently filed annual and quarterly reports to shareholders incorporated by reference into this prospectus.

Any forward-looking statements contained in this prospectus represent the views of management only as of the date of this prospectus and are presented for the purpose of assisting our security holders in understanding our financial position, objectives and priorities and anticipated financial performance as at and for the periods ended on the dates presented, and may not be appropriate for other purposes. We do not undertake to update any forward-looking statements, whether written or oral, that may be made from time to time by or on our behalf, except as required under applicable securities legislation. See Risk Factors.

DOCUMENTS INCORPORATED BY REFERENCE

The following documents with respect to The Toronto-Dominion Bank (which we refer to in the prospectus as the Bank), filed with the various securities commissions or similar authorities in each of the provinces and territories of Canada, are specifically incorporated by reference in and form an integral part of this prospectus:

- (a) the Management Proxy Circular dated as of January 26, 2012;
- (b) the Annual Information Form dated November 30, 2011;
- (c) the consolidated audited financial statements for the fiscal year ended October 31, 2011 with comparative consolidated financial statements for the fiscal year ended October 31, 2010, together with the auditors' report thereon and Management's Discussion and Analysis for the fiscal year ended October 31, 2011; and
- (d) the Second Quarter Report to Shareholders for the three and six months ended April 30, 2012, which includes comparative consolidated interim financial statements (unaudited) and Management's Discussion and Analysis.

Any documents of the type referred to above and any material change reports (excluding confidential material change reports) or business acquisition reports, all as filed by the Bank with the various securities commissions or similar authorities in Canada pursuant to the requirements of applicable securities legislation after the date of this prospectus and prior to the termination of the offering of debt securities under any prospectus supplement to this prospectus, shall be deemed to be incorporated by reference into this prospectus. In addition, any similar documents filed on Form 40-F or on Form 6-K, if and to the extent expressly provided in such reports on Form 6-K, by us with the SEC, after the date of this prospectus and prior to the termination of the offering of debt securities under any prospectus supplement to this prospectus, shall be deemed to be incorporated by reference into this prospectus.

Any statement contained in this prospectus or in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for the purposes of this prospectus to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. The modifying or superseding statement need not state that it has modified or superseded a prior statement or include any other information set forth in the document that it modifies or supersedes. The making of a modifying or superseding statement is not to be deemed an admission for any purposes that the modified or superseded statement, when made, constituted a misrepresentation, an untrue statement of a material fact or an omission to state a material fact that is required to be stated or that is necessary to make a statement not misleading in light of the circumstances in which it was made. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this prospectus. Copies of the documents incorporated by reference herein may be obtained on request without charge from the Corporate Secretary of The Toronto-Dominion Bank, Toronto Dominion Bank

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Tower, Toronto-Dominion Centre, Toronto, Ontario, M5K 1A2 (telephone: (416) 308-6963), or through the Internet on the Canadian Securities Administrators System for Electronic Document Analysis and Retrieval (SEDAR) at www.sedar.com.

A prospectus supplement containing the specific terms of an offering of debt securities will be delivered to purchasers of such securities together with this prospectus and will be deemed to be incorporated into this prospectus as of the date of the prospectus supplement solely for the purposes of the offering of the debt securities covered by that prospectus supplement unless otherwise expressly provided therein.

Upon a new Management Proxy Circular, Annual Information Form or new interim or annual financial statements, together with the auditors report thereon and management's discussion and analysis contained therein, being filed by us with the applicable securities regulatory authorities during the currency of this prospectus, the previous Annual Information Form, Management Proxy Circular, interim or annual financial statements and all material change reports, and information circulars filed prior to the commencement of our financial year in which the new Management Proxy Circular, Annual Information Form or interim or annual financial statements are filed shall be deemed no longer to be incorporated into this prospectus for purposes of future offers and sales of debt securities hereunder.

AVAILABLE INFORMATION

In addition to the continuous disclosure obligations under the securities laws of the provinces and territories of Canada, we are subject to the informational reporting requirements of the U.S. Securities Exchange Act of 1934, as amended, and in accordance therewith file reports and other information with the SEC. Such reports and other information filed by us may be inspected and copied at the public reference facilities maintained by the SEC at 100 F Street, N.E., Washington, D.C. 20549. Prospective investors may call the SEC at 1-800-SEC-0330 for further information regarding the public reference facilities. The SEC also maintains a website, at www.sec.gov, that contains reports and other information filed by us with the SEC. Our common shares are listed on the New York Stock Exchange and reports and other information concerning us may be inspected at the offices of the New York Stock Exchange, 20 Broad Street, New York, NY 10005.

We are filing with the SEC a registration statement on Form F-10 under the U.S. Securities Act of 1933, as amended, with respect to the debt securities. This prospectus does not contain all of the information set forth in the registration statement, certain parts of which are omitted in accordance with the rules and regulations of the SEC. For further information with respect to us and the debt securities, reference is made to the registration statement and the exhibits thereto, which will be publicly available as described in the preceding paragraph.

THE TORONTO-DOMINION BANK

The Bank is a Canadian chartered bank subject to the provisions of the Bank Act and was formed on February 1, 1955 through the amalgamation of The Bank of Toronto (established in 1855) and The Dominion Bank (established in 1869). The Toronto-Dominion Bank and its subsidiaries are collectively known as TD Bank Group (TD). TD is the sixth largest bank in North America by branches and serves approximately 22 million customers in four key businesses operating in a number of locations in key financial centres around the globe: Canadian Personal and Commercial Banking, including TD Canada Trust and TD Auto Finance Canada; Wealth and Insurance, including TD Waterhouse, an investment in TD Ameritrade, and TD Insurance; U.S. Personal and Commercial Banking, including TD Bank, America's Most Convenient Bank, and TD Auto Finance U.S.; and Wholesale Banking, including TD Securities. TD also ranks among the world's leading online financial services firms, with approximately 8 million online customers. TD had CDN\$773 billion in assets on April 30, 2012. The Toronto-Dominion Bank trades under the symbol "TD" on the Toronto and New York Stock Exchanges.

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The Bank's head office and registered office are located in the Toronto Dominion Bank Tower, Toronto-Dominion Centre, Toronto, Ontario, M5K 1A2.

Additional information regarding the Bank is incorporated by reference into this prospectus. See Documents Incorporated by Reference .

RISK FACTORS

An investment in the debt securities is subject to various risks. From time to time, the market experiences significant price and volume volatility that may affect the market price of our debt securities for reasons unrelated to our performance. Also, the financial markets are generally characterized by extensive interconnections among financial institutions. As such, defaults by other financial institutions in Canada, the United States or other countries could adversely affect us and the market price of the debt securities. Additionally, the debt securities are subject to market value fluctuations based upon factors which influence our operations, such as legislative or regulatory developments, competition, technological change and global capital market activity.

Before deciding whether to invest in any debt securities, investors should consider carefully the risks set out herein and incorporated by reference in this prospectus (including subsequently filed documents incorporated by reference) and, if applicable, those described in a prospectus supplement relating to a specific offering of debt securities. Prospective investors should consider the categories of risks identified and discussed in the Annual Information Form and Management's Discussion and Analysis of the Bank incorporated herein by reference including credit risk, market risk (including equity, commodity, foreign exchange and interest rate), liquidity risk, operational risk (including technology), reputational risk, insurance risk, strategic risk, regulatory risk, legal risk and environmental risk.

USE OF PROCEEDS

Unless otherwise specified in a prospectus supplement, the net proceeds to us from the sale of the debt securities will be added to our general funds and utilized for general corporate purposes.

DESCRIPTION OF THE DEBT SECURITIES

We have summarized below the material provisions of the indenture and the debt securities, or indicated which material provisions will be described in the related prospectus supplement. These descriptions are only summaries, and each investor should refer to the indenture, which describes completely the terms and definitions summarized below and contains additional information regarding the debt securities. Any reference to provisions or defined terms of the indenture in any statement under this heading qualifies the entire statement and incorporates by reference the applicable section or definition into that statement.

General

We will issue the debt securities under an indenture between us and The Bank of New York Mellon (as successor in interest to The Bank of New York), as trustee. A copy of the indenture is incorporated by reference as an exhibit to the registration statement and is also available at www.sedar.com. We may issue debt securities under the indenture from time to time in one or more series. The indenture does not limit the aggregate principal amount of the debt securities which we can issue under such indenture. We will authorize the aggregate amount from time to time for each series.

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Unless otherwise specified in the applicable prospectus supplement, the debt securities will be unsecured and unsubordinated deposit liability obligations of the Bank and will rank on a parity in right of payment with all of the Bank's deposit liabilities, except for obligations preferred by mandatory provisions of law. The debt securities will not be insured under the Canada Deposit Insurance Corporation Act or by the U.S. Federal Deposit Insurance Corporation or any other Canadian or U.S. governmental agency or instrumentality. In the case of the insolvency of the Bank, the Bank Act (Canada) provides that priorities among payments of deposit liabilities of the Bank (including payments in respect of the debt securities) and payments of all other liabilities are to be determined in accordance with the laws governing priorities and, where applicable, by the terms of the indebtedness and liabilities.

We may issue debt securities from time to time in one or more series. The provisions of the indenture allow us to reopen a previous issue of a series of debt securities and issue additional debt securities of that series. The debt securities in each series may be denominated and payable in U.S. dollars or foreign currencies.

The debt securities may bear interest at a floating rate or a fixed rate. A floating rate is determined by reference to an interest rate formula which may be adjusted by adding or subtracting the spread or multiplying the spread multiplier.

Terms Specified in Prospectus Supplement

The prospectus supplement will contain, where applicable, the following terms of and other information relating to any series of offered debt securities:

the specific title;

the aggregate principal amount, purchase price and denomination;

any limit upon the aggregate principal amount of the securities of such series;

the currency in which the debt securities are denominated and/or in which principal, and premium, if any, and/or interest, if any, is payable;

the date or dates on which the principal is payable;

the interest rate or rates or the method by which the calculation agent (to be designated in the applicable prospectus supplement) will determine the interest rate or rates, if any;

the interest payment dates, if any;

the place or places for payment of the principal of and any premium and/or interest on or other amounts due under the debt securities;

any repayment, redemption, prepayment or sinking fund provisions, including any notice provisions;

whether we will issue the debt securities in global form and under what terms and conditions;

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terms and conditions, if any, upon which the debt securities may or shall be convertible into or exchangeable or exercisable for or payable in, among other things, other securities (whether or not issued by us), instruments, contracts, currencies, commodities or other forms of property, rights or interests or any combination of the foregoing;

any agents for the debt securities, including trustees, depositories, authenticating or paying agents, transfer agents or registrars;

certain applicable United States federal income tax and Canadian federal income tax consequences, including, but not limited to:

- (1) whether and under what circumstances we will pay additional amounts on debt securities for any tax, assessment or governmental charge withheld or deducted and, if so, whether we will have the option to redeem those debt securities rather than pay the additional amounts;

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- (2) tax considerations applicable to any discounted debt securities or to debt securities issued at par that are treated as having original issue discount for United States federal income tax purposes; and

- (3) tax considerations applicable to any debt securities denominated and payable in foreign currencies;

any other specific terms of the debt securities, including any additional events of default or covenants, and any terms required by or advisable under applicable laws or regulations.

We may sell the debt securities at a substantial discount below their stated principal amount. We will describe special United States federal income tax and Canadian federal income tax considerations, if any, applicable to debt securities sold at an original issue discount in the prospectus supplement. An original issue discount security is any debt security that provides for an amount less than the principal amount to be due and payable upon the declaration of acceleration of the maturity in accordance with the terms of the applicable indenture. The prospectus supplement relating to any original issue discount securities will describe the particular provisions relating to acceleration of the maturity upon the occurrence of an event of default.

Registration and Transfer of Debt Securities

Registered holders may present debt securities for exchange or registration of transfer. We will provide these services without charge except for any tax or other governmental charge payable in connection with these services and subject to any limitations provided in the indenture.

The procedures for transfer of interests in the debt securities in global form will depend upon the procedures of the depository for such global securities. See Form of the Debt Securities.

Merger, Consolidation, Sale, Lease or Conveyance

The indenture provides that we may merge or consolidate with any other person or sell, lease or convey all or substantially all of our assets to any other person, only if certain conditions, including the following, are met:

we will be the continuing corporation or the successor corporation, or the person which acquires all or substantially all of our assets shall either (a) be one or more direct or indirect affiliates which we control or which are under common control with us or (b) will expressly assume or guaranty all of our obligations under the indenture; and

immediately after such merger, consolidation, sale, lease or conveyance, we, or any such successor that has assumed our obligations, will not be in default in the performance of the covenants and conditions of the indenture applicable to us.

Absence of Protections against All Potential Actions of the Bank. There are no covenants or other provisions in the indenture that would afford holders of debt securities additional protection in the event of a recapitalization transaction, a change of control of the Bank or a highly leveraged transaction. The merger covenant described above would only apply if the recapitalization transaction, change of control or highly leveraged transaction were structured to include a merger or consolidation of the Bank or a sale, lease or conveyance of all or substantially all of our assets.

Events of Default

The indenture provides holders of debt securities with remedies if we fail to perform specific obligations, such as making payments on the debt securities, or if we become bankrupt. Holders should review these provisions and understand which of our actions would trigger an event of default and which actions would not. The indenture permits the issuance of debt securities in one or more series, and, in many cases, whether an event of default has occurred is determined on a series by series basis.

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An event of default is defined under the indenture, with respect to any series of debt securities issued under the indenture, as being:

default in payment of any principal of the debt securities of that series, either at maturity or upon any redemption, by declaration or otherwise and continuance of such default for a period of 7 days;

default in payment of any interest on any debt securities of that series and continuance of such default for a period of 30 days;

certain events of bankruptcy, insolvency or reorganization; or

any other event of default provided in the applicable board resolution, in the supplemental indenture under which that series of debt securities is issued or in the form of security for such series.

Acceleration of Debt Securities Upon an Event of Default. The indenture provides that:

if an event of default due to the default in payment of principal of, or any premium or interest on, any series of debt securities issued under the indenture, or due to the default in the performance or breach of any other covenant or warranty of the Bank applicable to the debt securities of that series but not applicable to all outstanding debt securities issued under the indenture occurs and is continuing, either the trustee or the holders of not less than 25% in aggregate principal amount of the outstanding debt securities of each affected series, voting as one class, by notice in writing to the Bank, may declare the principal of (or such other amount as may be specified) all debt securities of each affected series and interest accrued thereon to be due and payable immediately; and

if an event of default due to a default in the performance of any of the covenants or agreements in the indenture applicable to all outstanding debt securities issued under the indenture or due to specified events of bankruptcy, insolvency or reorganization of the Bank, occurs and is continuing, either the trustee or the holders of not less than 25% in aggregate principal amount of all outstanding debt securities issued under the indenture, voting as one class, by notice in writing to the Bank may declare the principal of (or such other amount as may be specified) all those debt securities and interest accrued thereon to be due and payable immediately.

Annulment of Acceleration and Waiver of Defaults. In some circumstances, if any and all events of default under the indenture, other than the non-payment of the principal of the securities that has become due as a result of an acceleration, have been cured, waived or otherwise remedied, then the holders of a majority in aggregate principal amount of all series of outstanding debt securities affected, voting as one class, may annul past declarations of acceleration of or waive past defaults of the debt securities.

Indemnification of Trustee for Actions Taken on Your Behalf. The indenture contains a provision entitling the trustee, subject to the duty of the trustee during a default to act with the required standard of care, to be indemnified to its satisfaction by the holders of debt securities before proceeding to exercise any right or power at the request, order or direction of the holders. Subject to these provisions and some other limitations, the holders of a majority in aggregate principal amount of each series of outstanding debt securities of each affected series, voting as one class, may direct the time, method and place of conducting any proceeding for any remedy available to the trustee, or exercising any trust or power conferred on the trustee.

Limitation on Actions by You as an Individual Holder. The indenture provides that no individual holder of debt securities may institute any action or proceeding under the indenture, except actions for payment of overdue principal and interest, unless the following actions have occurred:

the holder must have previously given written notice to the trustee of the continuing default;

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the holders of not less than 25% in aggregate principal amount of the outstanding debt securities of each affected series, treated as one class, must have (1) requested the trustee to institute that action and (2) offered the trustee reasonable indemnity satisfactory to it;

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the trustee must have failed to institute that action within 60 days after receipt of the request referred to above; and

the holders of a majority in principal amount of the outstanding debt securities of each affected series, voting as one class, must not have given directions to the trustee inconsistent with those of the holders referred to above.

The indenture contains a covenant that we will file annually with the trustee a certificate of no default or a certificate specifying any default that exists.

Discharge, Defeasance and Covenant Defeasance

We have the ability to eliminate most or all of our obligations on any series of debt securities prior to maturity if we comply with the following provisions.

Discharge of Indenture. We may discharge all of our obligations, other than certain obligations including those as to transfers and exchanges, under the indenture after we have:

paid or caused to be paid the principal of, interest on and any other amounts due under all of the outstanding debt securities in accordance with their terms;

delivered to the trustee for cancellation all of the outstanding debt securities; or

irrevocably deposited or caused to be deposited with the trustee cash or, in the case of a series of debt securities payable only in U.S. dollars, U.S. government obligations in trust for the benefit of the holders of any series of debt securities issued under the indenture that have either become due and payable, or are by their terms due and payable, or are scheduled for redemption, within one year, in an amount certified to be sufficient to pay on each date that they become due and payable, the principal of, interest and other amounts on, and any mandatory sinking fund payments for, those debt securities, except that the deposit of cash or U.S. government obligations for the benefit of holders of a series of debt securities that are due and payable, or are scheduled for redemption within one year will discharge obligations under the indenture relating only to that series of debt securities.

Defeasance of a Series of Securities at Any Time. We may also discharge all of our obligations, other than certain obligations including those as to transfers and exchanges, under any series of debt securities at any time, which we refer to as defeasance.

We may be released with respect to any outstanding series of debt securities from the obligations imposed by Section 9.01 of the indenture which contains the covenants described above limiting consolidations, mergers, asset sales and leases, and elect not to comply with those sections without creating an event of default. Discharge under those procedures is called covenant defeasance.

Defeasance or covenant defeasance may be effected only if, among other things:

we irrevocably deposit with the trustee cash or, in the case of debt securities payable only in U.S. dollars, U.S. government obligations, as trust funds in an amount certified to be sufficient to pay on each date that they become due and payable, the principal, interest and other amounts due on, and any mandatory sinking fund payments for, all outstanding debt securities of the series being defeased;

such deposit will not result in a breach or violation of, or constitute a default under, any agreement or instrument to which we are a party or to which we are bound; and

we deliver to the trustee an opinion of counsel to the effect that:

the holders of the series of debt securities being defeased will not recognize income, gain or loss for United States federal income tax purposes as a result of the defeasance or covenant defeasance;

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such holders will be subject to United States federal income tax on the same amounts, in the same manner and at the same times as would have been the case if such defeasance or covenant defeasance had not occurred; and

in the case of a defeasance (but not a covenant defeasance), this opinion must be based on a ruling of relevant tax authorities or a change in United States tax laws occurring after the date of the indenture.

Modification of the Indenture

Modification without Consent of Holders. We and the trustee may enter into supplemental indentures without the consent of the holders of debt securities issued under the indenture to, among other things:

secure any debt securities subject to the requirements of the Bank Act;

evidence the assumption by a successor corporation of our obligations;

add covenants or events of default for the protection of the holders of debt securities;

cure any ambiguity or correct any defect or inconsistency or make any other provisions with respect to matters arising under the indenture as we may deem desirable, provided that no such action shall adversely affect the holders in any material respect;

establish the forms or terms of debt securities of any series;

evidence the acceptance of appointment by a successor trustee;

add to, change or eliminate provisions of the indenture that do not (i) apply to any series of debt securities created prior to such supplemental indenture and (ii) modify the rights of any holder of such series of debt securities with respect to such provision;

add to, change or eliminate provisions of the indenture with respect to a new series of debt securities; or

to increase the minimum denomination of debt securities of any series as may be permitted by the terms of such series.

Modification with Consent of Holders. We and the trustee, with the consent of the holders of not less than a majority in aggregate principal amount of each affected series of outstanding debt securities, voting as one class, may add any provisions to, or change in any manner or eliminate any of the provisions of, the indenture or modify in any manner the rights of the holders of those debt securities. However, we and the trustee may not make any of the following changes to any outstanding debt security without the consent of each affected holder to, among other things:

extend the stated maturity of any debt security;

reduce the principal amount;

reduce the rate or extend the time of payment of interest or other amounts due;

reduce any amount payable on redemption;

change the currency in which the principal, including any amount of original issue discount, premium, or interest thereon is payable;

modify or amend the provisions for conversion of any currency into another currency;

reduce the amount of any original issue discount security payable upon acceleration or provable in bankruptcy;

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modify or amend the provisions so as to adversely affect the terms or conditions upon which the debt securities are convertible into or exchangeable or exercisable for or payable in other securities, instruments, contracts, currencies, commodities or other forms of property, rights or interests;

impair or affect the right of any holder to institute suit for the enforcement of any payment on any debt security when due; or

reduce the percentage of debt securities the consent of whose holders is required for modification of the indenture or for waiver of certain defaults.

Payment of Additional Amounts

Unless otherwise indicated in the applicable prospectus supplement, all payments of principal and interest and other amounts payable on a debt security by us will be made without us making any withholding of or deduction for, or on account of, any present or future taxes, duties, assessments or governmental charges of whatever nature (Taxes), unless the withholding or deduction of such Taxes is required or authorized by law or the administration thereof. In that event, we will, subject to certain exceptions and limitations set forth below, pay such additional amounts (Additional Amounts) to the holder or beneficial owner of any debt security as may be necessary in order that every net payment of the principal of and interest on such debt security and any other amounts payable on the debt security, after any withholding or deduction for Taxes imposed or levied by or on behalf of Canada or any political subdivision or taxing authority thereof or therein having the power to tax (each a Taxing Jurisdiction) (and Taxes imposed or levied by a Taxing Jurisdiction on such Additional Amounts), will not be less than the amount such holder or beneficial owner would have received if such Taxes imposed or levied by or on behalf of a Taxing Jurisdiction had not been withheld or deducted. We will not, however, be required to make any payment of Additional Amounts to any holder or beneficial owner for or on account of:

any Taxes that would not have been so imposed but for a present or former connection (including, without limitation, carrying on business in a Taxing Jurisdiction or having a permanent establishment or fixed base in a Taxing Jurisdiction) between such holder or beneficial owner of a debt security (or between a fiduciary, settlor, beneficiary, member or shareholder of, or possessor of power over, such holder or beneficial owner, if such holder or beneficial owner is an estate, trust, partnership, limited liability company or corporation) and a Taxing Jurisdiction, other than merely holding such debt security or receiving payments with respect to such debt security;

any estate, inheritance, gift, sales, transfer or personal property Tax or any similar Tax with respect to a debt security;

any Tax imposed by reason that such holder or beneficial owner of a debt security does not deal at arm's length within the meaning of the Income Tax Act (Canada) with us;

any Tax that is levied or collected otherwise than by withholding from payments on or in respect of a debt security;

any Tax required to be withheld by any paying agent from any payment on a debt security, if such payment can be made without such withholding by at least one other paying agent;

any Tax that would not have been imposed but for the failure of a holder or beneficial owner of a debt security to comply with certification, identification, declaration, information or other reporting requirements, if such compliance is required by a Taxing Jurisdiction (including where required by statute, treaty, regulation or administrative pronouncement) as a precondition to relief or exemption from such Tax;

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any Tax which would not have been imposed but for the presentation of a debt security (where presentation is required) for payment on a date more than 30 days after (i) the date on which such payment became due and payable or (ii) the date on which payment thereof is duly provided for, whichever occurs later; or

any combination of the items listed above;

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nor shall Additional Amounts be paid with respect to any payment on a debt security to a holder who is a fiduciary or partnership or any person other than the sole beneficial owner of such payment to the extent a beneficiary or settlor with respect to such fiduciary, a member of such partnership or such beneficial owner would not have been entitled to the Additional Amounts had such beneficiary, settlor, member or beneficial owner held its interest in the debt security directly.

Tax Redemption

Unless otherwise indicated in the applicable prospectus supplement, we have the right to redeem, in whole but not in part, any of the debt securities at our option at any time prior to maturity, upon the giving of a notice of redemption as described below, if:

(i) as a result of any change (including any announced prospective change) in or amendment to the laws or treaties (or any rules, regulations, rulings or administrative pronouncements thereunder) of Canada or of any political subdivision or taxing authority thereof or therein affecting taxation, or any change in official position regarding the application or interpretation of such laws, treaties, rules, regulations, rulings or administrative pronouncements (including a holding by a court of competent jurisdiction), which change or amendment is announced or becomes effective on or after the date of the prospectus supplement relating to the applicable debt securities, in the written opinion of our legal counsel of recognized standing, we have or will become obligated to pay, on the next succeeding date on which interest is due, Additional Amounts (assuming, in the case of any announced prospective change, that such announced change will become effective as of the date specified in such announcement and in the form announced); or

(ii) on or after the date of the prospectus supplement relating to the applicable debt securities any action has been taken by any taxing authority of, or any decision has been rendered by a court of competent jurisdiction in, Canada or any political subdivision or taxing authority thereof or therein, including any of those actions specified in the paragraph immediately above, whether or not such action was taken or decision was rendered with respect to us, or any change, amendment, application or interpretation shall be officially proposed, which, in any such case, in the written opinion of our legal counsel of recognized standing, will result in our becoming obligated to pay, on the next succeeding date on which interest is due, Additional Amounts (assuming, in the case of any announced prospective change, that such announced change will become effective as of the date specified in such announcement and in the form announced);

and, in any such case, we in our business judgment, determine that such obligation cannot be avoided by the use of reasonable measures available to us. For the avoidance of doubt, reasonable measures do not include a change in the terms of the debt securities or a substitution of the debtor. If we exercise this right, the redemption price of the debt securities will be determined in the manner described in the applicable prospectus supplement.

Prior to the giving of any notice of redemption pursuant to the above paragraph, we will deliver to the trustee:

a certificate stating that we are entitled to effect such redemption and setting forth a statement of facts showing that the conditions precedent to our right to so redeem have occurred; and

an opinion of counsel prepared in accordance with the terms of the indenture;

Notice of redemption will be given not less than 30 nor more than 60 days prior to the date fixed for redemption, which date and the applicable redemption price will be specified in the notice.

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FORMS OF THE DEBT SECURITIES

Except as provided in an applicable prospectus supplement, each debt security will generally be represented by one or more global securities representing the entire issuance of securities. We will issue debt securities evidenced by certificates in definitive form to a particular investor only in limited circumstances. Both certificated securities in definitive form and global securities will be issued in registered form, where our obligation runs to the holder of the security named on the face of the security. Definitive securities name you or your nominee as the owner of the security, and in order to transfer or exchange these securities or to receive payments other than interest or other interim payments, you or your nominee must physically deliver the securities to the trustee, registrar, paying agent or other agent, as applicable. Global securities name a depository or its nominee as the owner of the debt securities. The depository maintains a computerized system that will reflect each investor's beneficial ownership of the securities through an account maintained by the investor with its broker/dealer, bank, trust company or other representative. See **Book-Entry Procedures and Settlement**.

BOOK-ENTRY PROCEDURES AND SETTLEMENT

Most offered debt securities will be book-entry (global) securities. Upon issuance, all book-entry securities will be represented by one or more fully registered global securities, without coupons. Each global security will be deposited with, or on behalf of, The Depository Trust Company (DTC), or a successor thereto, a securities depository, and will be registered in the name of DTC or a successor or nominee of DTC. DTC or such successor or nominee of DTC will thus be the only registered holder of these debt securities.

DTC has advised us that it is a limited-purpose trust company organized under the New York Banking Law, a banking organization within the meaning of the New York Banking Law, a member of the Federal Reserve System, a clearing corporation within the meaning of the New York Uniform Commercial Code, and a clearing agency registered pursuant to the provisions of Section 17A of the Securities Exchange Act of 1934.

Purchasers of debt securities may only hold interests in the global securities through DTC if they are participants in the DTC system. Participants include both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, clearing corporations, and certain other organizations. Access to the DTC system is also available to others such as both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, and clearing corporations that clear through or maintain a custodial relationship with a participant, either directly or indirectly. DTC will maintain accounts showing the security holdings of its participants, and these participants will in turn maintain accounts showing the security holdings of their customers. Some of these customers may themselves be securities intermediaries holding securities for their customers. Thus, each beneficial owner of a book-entry security will hold that security indirectly through various intermediaries.

The debt securities of each beneficial owner of a book-entry security will be evidenced solely by entries on the books of the beneficial owner's securities intermediary. The actual purchaser of the debt securities will generally not be entitled to have the debt securities represented by the global securities registered in its name and will not be considered the owner under the terms of the debt securities and their governing documents. That means that we and any trustee, issuing and paying agent, registrar or other agent of ours for the debt securities will be entitled to treat the registered holder, DTC, as the holder of the debt securities for all purposes. In most cases, a beneficial owner will also not be able to obtain a paper certificate evidencing the holder's ownership of debt securities. The book-entry system for holding securities eliminates the need for physical movement of certificates and is the system through which most publicly traded securities are held in the United States. However, the laws of some jurisdictions require some purchasers of securities to take physical delivery of their securities in definitive form. These laws may impair the ability to own, transfer or pledge beneficial interests in book-entry securities.

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A beneficial owner of book-entry securities represented by a global security may exchange the securities for definitive (paper) securities only if:

DTC is unwilling or unable to continue as depository for such global security and we do not appoint a qualified replacement for DTC within 90 days; or

we in our sole discretion decide to allow some or all book-entry securities to be exchangeable for definitive securities in registered form.

Unless we indicate otherwise, any global security that is so exchangeable will be exchangeable in whole for definitive securities in registered form, with the same terms and of an equal aggregate amount. Definitive securities will be registered in the name or names of the person or persons specified by DTC in a written instruction to the registrar of the debt securities. DTC may base its written instruction upon directions that it receives from its participants.

In this prospectus, for book-entry securities, references to actions taken by security holders will mean actions taken by DTC upon instructions from its participants, and references to payments and notices of redemption to security holders will mean payments and notices of redemption to DTC as the registered holder of the debt securities for distribution to participants in accordance with DTC's procedures. Each sale of a book-entry security will settle in immediately available funds through DTC unless otherwise stated.

We will not have any responsibility or liability for any aspect of the records relating to, or payments made on account of, beneficial ownership interest in the book-entry securities or for maintaining, supervising or reviewing any records relating to the beneficial ownership interests.

The information in this section concerning DTC and DTC's book-entry system has been obtained from sources that we believe to be reliable, but we take no responsibility for the accuracy thereof.

Clearstream and Euroclear

Links have been established among DTC, Clearstream Banking, Société Anonyme (Clearstream) and Euroclear Bank S.A./N.V., as operator of Euroclear System (Euroclear) (two international clearing systems that perform functions similar to those that DTC performs in the U.S.), to facilitate the initial issuance of book-entry securities and cross-market transfers of book-entry securities associated with secondary market trading.

Although DTC, Clearstream and Euroclear have agreed to the procedures provided below in order to facilitate transfers, they are under no obligation to perform such procedures, and the procedures may be modified or discontinued at any time.

Clearstream and Euroclear will record the ownership interests of their participants in much the same way as DTC, and DTC will record the aggregate ownership of each of the U.S. agents of Clearstream and Euroclear, as participants in DTC.

When book-entry securities are to be transferred from the account of a DTC participant to the account of a Clearstream participant or a Euroclear participant, the purchaser must send instructions to Clearstream or Euroclear through a participant at least one business day prior to settlement. Clearstream or Euroclear, as the case may be, will instruct its U.S. agent to receive book-entry securities against payment. After settlement, Clearstream or Euroclear will credit its participant's account. Credit for the book-entry securities will appear on the next day (European time).

Because settlement is taking place during New York business hours, DTC participants can employ their usual procedures for sending book-entry securities to the relevant U.S. agent acting for the benefit of Clearstream or Euroclear participants. The sale proceeds will be available to the DTC seller on the settlement date. Thus, to the DTC participant, a cross-market transaction will settle no differently than a trade between two DTC participants.

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When a Clearstream or Euroclear participant wishes to transfer book-entry securities to a DTC participant, the seller must send instructions to Clearstream or Euroclear through a participant at least one business day prior to settlement. In these cases, Clearstream or Euroclear will instruct its U.S. agent to transfer the book-entry securities against payment. The payment will then be reflected in the account of the Clearstream or Euroclear participant the following day, with the proceeds back-valued to the value date (which would be the preceding day, when settlement occurs in New York). If settlement is not completed on the intended value date (i.e., the trade fails), proceeds credited to the Clearstream or Euroclear participant's account would instead be valued as of the actual settlement date.

EARNINGS COVERAGE

The following earnings coverage ratios do not reflect the issuance of any debt securities under this prospectus.

Our dividend requirements on all outstanding preferred shares amounted to \$233.3 million for the twelve months ended October 31, 2011 and \$231.3 million for the twelve months ended April 30, 2012. Our interest requirements on all subordinated notes and debentures and liabilities for preferred shares and capital trust securities, after adjustment for new issues and retirement, amounted to \$905.9 million for the twelve months ended October 31, 2011 and \$907.4 million for the twelve months ended April 30, 2012. Our reported net income, before interest on subordinated debt and liabilities for preferred shares and capital trust securities and income taxes was \$7,985 million for the twelve months ended October 31, 2011 and \$8,381 million for the twelve months ended April 30, 2012, which was 7.0 and 7.4 times our aggregate dividend and interest requirements for the respective period.

On an adjusted basis, our net income before interest on subordinated debt and liabilities for preferred shares and capital trust securities and income taxes for the twelve months ended October 31, 2011 was \$8,497 million and \$9,044 million for the twelve months ended April 30, 2012, which was 7.5 and 7.9 times our aggregate dividend and interest requirements for the respective period.

Our financial results for the twelve months ended October 31, 2011 are prepared in accordance with Canadian generally accepted accounting principles and our financial results for the twelve months ended April 30, 2012 are prepared in accordance with International Financial Reporting Standards (collectively GAAP). We also utilize non-GAAP financial measures referred to as adjusted results to assess each of our businesses and to measure our overall performance. To arrive at adjusted results, we remove items of note, net of income taxes, from reported results. The items of note relate to items which management does not believe are indicative of underlying business performance. We believe that adjusted results provide the reader with a better understanding of how management views our performance. As explained, adjusted results are different from reported results determined in accordance with GAAP. Adjusted results, items of note, and related terms used herein are not defined terms under GAAP, and, therefore, may not be comparable to similar terms used by other issuers. Please see the Financial Results Overview How the Bank Reports section of our Annual MD&A and the How We Performed section of our Q2 MD&A for a reconciliation between our reported and adjusted results.

PLAN OF DISTRIBUTION (CONFLICTS OF INTEREST)

We may sell the debt securities being offered by this prospectus in four ways: (1) through agents, (2) through underwriters, (3) through dealers and/or (4) directly to one or more purchasers (where permitted by applicable law). Any of these agents, underwriters or dealers may include our affiliates.

We may designate agents from time to time to solicit offers to purchase these securities. We will name any such agent, who may be deemed to be an underwriter as that term is defined in the Securities Act, and state any

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commissions we are to pay to that agent in the applicable prospectus supplement. That agent will be acting on a reasonable efforts basis for the period of its appointment or, if indicated in the applicable prospectus supplement, on a firm commitment basis.

If we use a dealer to offer and sell these debt securities, we will sell the debt securities to the dealer, as principal, and will name the dealer in the applicable prospectus supplement. The dealer may then resell the debt securities to the public at varying prices to be determined by that dealer at the time of resale.

There is no market through which the debt securities may be sold and purchasers may not be able to resell debt securities purchased under this prospectus. This may affect the pricing of the debt securities in the secondary market, the transparency and availability of trading prices, the liquidity of the debt securities, and the extent of issuer regulation.

If so indicated in the applicable prospectus supplement, one or more firms, which we refer to as remarketing firms, acting as principals for their own accounts or as agents for us, may offer and sell these debt securities as part of a remarketing upon their purchase, in accordance with their terms. We will identify any remarketing firm, the terms of its agreement, if any, with us and its compensation in the applicable prospectus supplement.

Remarketing firms, agents, underwriters and dealers may be entitled under agreements with us to indemnification by us against some civil liabilities, including liabilities under the Securities Act, and may be customers of, engage in transactions with or perform services for us in the ordinary course of business.

If so indicated in the applicable prospectus supplement, we will authorize agents, underwriters or dealers to solicit offers by some purchasers to purchase debt securities from us at the public offering price stated in the applicable prospectus supplement under delayed delivery contracts providing for payment and delivery on a specified date in the future. These contracts will be subject to only those conditions described in the applicable prospectus supplement, and the applicable prospectus supplement will state the commission payable for solicitation of these offers.

This prospectus may be used by certain of our affiliates in connection with offers and sales of the debt securities in market-making transactions. In a market-making transaction, our affiliates may resell a security it acquires from other holders, after the original offering and sale of the security. Resales of this kind may occur in the open market or may be privately negotiated, at prevailing market prices at the time of the resale or at related or negotiated prices. In these transactions, our affiliates may act as principal or agent, including as agent for the counterparty in a transaction in which our affiliates act as principal. Our affiliates may receive compensation in the form of discounts and commissions, including from both counterparties in some cases.

We do not expect to receive any proceeds from market-making transactions. We do not expect that any of our affiliates that engage in these transactions will pay any proceeds from its market-making resales to us.

Information about the trade and settlement dates, as well as the purchase price, for a market-making transaction will be provided to the purchaser in a separate confirmation of sale. Unless we or an agent informs you in your confirmation of sale that your security is being purchased on its original offering and sale, you may assume that you are purchasing your security in a market-making transaction.

In this prospectus, the term *this offering* means the initial offering of debt securities made in connection with their original issuance. This term does not refer to any subsequent resales of debt securities in market-making transactions.

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Conflicts of Interest

To the extent an initial offering of the debt securities will be distributed by an affiliate of the Bank, each such offering of debt securities will be conducted in compliance with the requirements of Rule 5121 of the Financial Industry Regulatory Authority, which is commonly referred to as FINRA, regarding a FINRA member firm's distribution of securities of an affiliate. To the extent an initial offering of the debt securities will be distributed by an affiliate of the Bank, such affiliate will not confirm sales to accounts over which it exercises discretionary authority without the prior specific written approval of its customer.

Following the initial distribution of any of these debt securities, affiliates of the Bank may offer and sell these debt securities in the course of their businesses as broker-dealers. Such affiliates may act as principals or agents in these transactions and may make any sales at varying prices related to prevailing market prices at the time of sale or otherwise. Such affiliates may also use this prospectus in connection with these transactions. None of our affiliates is obligated to make a market in any of these debt securities and may discontinue any market-making activities at any time without notice.

In the event that any FINRA member participates in a public offering of these debt securities the underwriting discounts and commissions on debt securities sold in the initial distribution will not exceed 8% of the offering proceeds.

INTERESTS OF EXPERTS

Ernst & Young LLP, Chartered Accountants, Toronto, Ontario, is the external auditor who prepared the Auditors' Report to Shareholders with respect to the consolidated balance sheet of the Bank as at October 31, 2011 and 2010 and the consolidated statements of income, changes in shareholders' equity and comprehensive income and cash flows for the years then ended. Ernst & Young LLP is independent with respect to the Bank within the meaning of the Rules of Professional Conduct of the Institute of Chartered Accountants of Ontario, and the Public Company Accounting Oversight Board, United States.

LEGAL MATTERS

Unless otherwise specified in the prospectus supplement, certain legal matters relating to the debt securities offered by a prospectus supplement will be passed upon, on behalf of the Bank, by McCarthy Tétrault LLP, Toronto, Ontario and Simpson Thacher & Bartlett LLP, New York, New York.

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**LIMITATIONS ON ENFORCEMENT OF U.S. LAWS AGAINST THE BANK, OUR MANAGEMENT
AND OTHERS**

We are a Canadian chartered bank. Many of our directors and executive officers, including many of the persons who signed the Registration Statement on Form F-10, of which this prospectus is a part, and some of the experts named in this document, are resident outside the United States, and a substantial portion of our assets and all or a substantial portion of the assets of such persons are located outside the United States. As a result, it may be difficult for you to effect service of process within the United States upon such persons to enforce against them judgments of the courts of the United States predicated upon, among other things, the civil liability provisions of the federal securities laws of the United States. In addition, it may be difficult for you to enforce, in original actions brought in courts in jurisdictions located outside the United States, among other things, civil liabilities predicated upon such securities laws.

We have been advised by our Canadian counsel, McCarthy Tétrault LLP, that a judgment of a United States court may be enforceable in Canada if: (a) there is a real and substantial connection between the events, persons and circumstances and the United States proceedings such that the United States court properly assumed jurisdiction; (b) the United States judgment is final and conclusive; (c) the defendant was properly served with originating process from the United States court; and (d) the United States law that led to the judgment is not contrary to Canadian public policy, as that term would be applied by a Canadian court. We are advised that in normal circumstances, only civil judgments and not other rights arising from United States securities legislation (for example, penal or similar awards made by a court in a regulatory prosecution or proceeding) are enforceable in Canada. The enforceability of a United States judgment in Canada will be subject to the requirements that: (i) an action to enforce the United States judgment must be commenced in the Ontario Court within any applicable limitation period; (ii) the Ontario Court has discretion to stay or decline to hear an action on the United States judgment if the United States judgment is under appeal or there is another subsisting judgment in any jurisdiction relating to the same cause of action; (iii) the Ontario Court will render judgment only in Canadian dollars; and (iv) an action in the Ontario Court on the United States judgment may be affected by bankruptcy, insolvency or other laws of general application limiting the enforcement of creditors' rights generally. The enforceability of a United States judgment in Canada will be subject to the following defenses: (i) the United States judgment was obtained by fraud or in a manner contrary to the principles of natural justice; (ii) the United States judgment is for a claim which under Ontario law would be characterized as based on a foreign revenue, expropriatory, penal or other public law; (iii) the United States judgment is contrary to Ontario public policy or to an order made by the Attorney General of Canada under the *Foreign Extraterritorial Measures Act* (Canada) or by the Competition Tribunal under the *Competition Act* (Canada) in respect of certain judgments referred to in these statutes; and (iv) the United States judgment has been satisfied or is void or voidable under United States law.

DOCUMENTS FILED AS PART OF THE REGISTRATION STATEMENT

The following documents have been filed with the SEC as part of or incorporated by reference in the registration statement of which this prospectus forms a part: the documents listed in (a) (d) under Documents Incorporated by Reference; the Indenture; the Statement of Eligibility of Trustee; consents of Ernst & Young LLP; consent of McCarthy Tétrault LLP; and Powers of Attorney.

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No dealer, salesman or other person has been authorized to give any information or to make any representation not contained in this prospectus supplement, the accompanying prospectus or any pricing supplement and, if given or made, such information or representation must not be relied upon as having been authorized by The Toronto-Dominion Bank or the agent. This prospectus supplement, the accompanying prospectus and any pricing supplement do not constitute an offer to sell or a solicitation of an offer to buy any securities other than the securities described in the applicable pricing supplement nor do they constitute an offer to sell or a solicitation of an offer to buy the securities in any jurisdiction to any person to whom it is unlawful to make such offer or solicitation in such jurisdiction. The delivery of this prospectus supplement, the accompanying prospectus and any pricing supplement at any time does not imply that the information they contain is correct as of any time subsequent to their respective dates.

The Toronto-Dominion Bank

Senior Medium-Term Notes, Series A

Arranger

TD Securities

June 15, 2012