

PNC FINANCIAL SERVICES GROUP INC
Form S-8 POS
December 31, 2008

As filed with the Securities and Exchange Commission on December 31, 2008
Registration No. 333-25867

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

**POST EFFECTIVE AMENDMENT NO. 1
TO FORM S-8**

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

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

Pennsylvania
(State or other jurisdiction of
incorporation or organization)

25-1435979
(IRS Employer Identification No.)

One PNC Plaza
249 Fifth Avenue
Pittsburgh, Pennsylvania 15222-2707
(Address, including zip code, of registrant's principal executive offices)

**The PNC Financial Services Group, Inc.
Employee Stock Purchase Plan**
(Full title of the plan)

Richard J. Johnson
Chief Financial Officer
The PNC Financial Services Group, Inc.
One PNC Plaza
249 Fifth Avenue
Pittsburgh, Pennsylvania 15222-2707
(412) 762-2000
(Name, address, and telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

EXPLANATORY STATEMENT

A total of 4,000,000 shares of common stock, par value \$5.00 per share, of The PNC Financial Services Group, Inc. (PNC) were registered under this Registration Statement in connection with the PNC Bank Corp. Employee Stock Purchase Plan, as amended and restated effective February 20, 1997 (the 1997 Plan). On November 12, 2008, the Personnel and Compensation Committee of the Board of Directors of PNC approved The PNC Financial Services Group, Inc. Employee Stock Purchase Plan, as amended and restated effective as of January 1, 2009 (the 2009 Plan), which replaces the 1997 Plan. The 2009 Plan will be presented to the shareholders of PNC for approval at the next annual meeting of the shareholders of PNC. The 1997 Plan was, and the 2009 Plan is, each intended to qualify as an employee stock purchase plan under Section 423 of the Internal Revenue Code of 1986, as amended from time to time. No further offers or sales of PNC's Common Stock will be made under the 1997 Plan. Of the 4,000,000 shares of PNC's Common Stock previously registered under this Registration statement, 1,239,371 shares remain unsold and, pursuant to Instruction E to Form S-8 and the interpretation of the staff of the Securities and Exchange Commission set forth in section G.89 of the Division of Corporation Finance Manual of Publicly-Available Telephone Interpretations, are carried forward to, and deemed covered by the Registration Statement on Form S-8 being filed by PNC in connection with the 2009 Plan.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post Effective Amendment No. 1 to the registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Pittsburgh, Commonwealth of Pennsylvania, December 31, 2008.

THE PNC FINANCIAL SERVICES
GROUP, INC.

By: *
Samuel R. Patterson
Controller

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the date indicated:

Signature	Title	Date
*	Chairman, Chief Executive Officer and	December 31, 2008
James E. Rohr	Director (Principal Executive Officer)	
*	Chief Financial Officer (Principal	December 31, 2008
Richard J. Johnson	Financial Officer)	

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*	Controller (Principal Accounting Officer)	December 31, 2008
	Samuel R. Patterson	
*	Director	December 31, 2008
	Richard O. Berndt	
*	Director	December 31, 2008
	Charles E. Bunch	
*	Director	December 31, 2008
	Paul W. Chellgren	
*	Director	December 31, 2008
	Robert N. Clay	
*	Director	December 31, 2008
	George A. Davidson, Jr.	
*	Director	December 31, 2008
	Kay Coles James	
*	Director	December 31, 2008
	Richard B. Kelson	
*	Director	December 31, 2008
	Bruce C. Lindsay	
*	Director	December 31, 2008

Anthony A. Massaro

*	Director	December 31, 2008
Jane G. Pepper		
*	Director	December 31, 2008
Donald Shepard		
*	Director	December 31, 2008
Lorene K. Steffes		
*	Director	December 31, 2008
Dennis F. Strigl		
*	Director	December 31, 2008
Stephen G. Thieke		
*	Director	December 31, 2008
Thomas J. Usher		
*	Director	December 31, 2008
George H. Walls, Jr.		
*	Director	December 31, 2008

Helge H. Wehmeier

*By: /s/ George P. Long, III

George P. Long, III, Attorney-in-Fact,
pursuant to Powers of Attorney filed
herewith

EXHIBIT INDEX

Exhibit 4.3	PNC Bank Corp. Employee Stock Purchase Plan, as amended and restated February 20, 1997	Previously filed
Exhibit 5	Opinion of Melanie S. Cibik, Esquire, Senior Counsel to PNC	Previously filed
Exhibit 23.1	Consent of Ernst & Young, former independent auditors of PNC	Previously filed
Exhibit 23.2	Consent of Melanie S. Cibik, Esquire, Senior Counsel to PNC, contained in the opinion referenced in Exhibit 5	Previously filed
Exhibit 24.1	Power of Attorney	Filed herewith