

PNC FINANCIAL SERVICES GROUP INC  
Form S-8  
March 18, 2009

As filed with the Securities and Exchange Commission on March 18, 2009

Registration No. \_\_\_\_\_

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

**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)

**One PNC Plaza**  
**249 Fifth Avenue**

**25-1435979**  
(IRS Employer  
Identification No.)

Pittsburgh, Pennsylvania 15222-2707

(Address, including zip code, of registrant's principal executive offices)

**The PNC Financial Services Group, Inc. Incentive Savings Plan**

**PNC Global Investment Servicing Inc. Retirement Savings Plan**

(Full titles of the plans)

**Richard J. Johnson**

**Executive Vice President and 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.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

**CALCULATION OF REGISTRATION FEE**

<b>Title of securities to be registered</b>	<b>Amount to be registered (1)</b>	<b>Proposed maximum offering price</b>	<b>Proposed maximum aggregate</b>	<b>Amount of registration fee</b>
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Common Stock, \$5.00 Par Value (3)	30,000,000	per share (2) \$26.27	offering price \$788,100,000	\$43,975.98
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- (1) Pursuant to Rule 416(c) under the Securities Act of 1933, this Registration Statement also covers an indeterminate amount of interests in The PNC Financial Services Group, Inc. Incentive Savings Plan and in the PNC Global Investment Servicing Inc. Retirement Savings Plan. In accordance with Rule 457(h)(2), no separate fee is required.
- (2) Calculated pursuant to Rule 457(h) of the Securities Act of 1933, solely for the purpose of computing the registration fee, based on the average of the high and low sale prices of the common stock of The PNC Financial Services Group, Inc. ( PNC ) as reported on the New York Stock Exchange on March 12, 2009.
- (3) This Registration Statement covers the following number of shares with respect to each plan named above.

	<b>Number of Shares</b>
<b>Name of Plan</b>	<b>of Common Stock</b>
The PNC Financial Services Group, Inc. Incentive Savings Plan	26,500,000
PNC Global Investment Servicing Inc. Retirement Savings Plan	3,500,000

EXPLANATORY NOTE

The purpose of this Registration Statement is to register shares of The PNC Financial Services Group, Inc. common stock, par value \$5.00 per share, for issuance pursuant to two of its employee benefit plans: The PNC Financial Services Group, Inc. Incentive Savings Plan (the "ISP") and the PNC Global Investment Servicing Inc. Retirement Savings Plan (the "RSP," formerly the PFPC Inc. Retirement Savings Plan).

This Registration Statement covers 26,500,000 of such shares with respect to the ISP and 3,500,000 of such shares with respect to the RSP. It also covers an indeterminate amount of interests in each such plan.

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 3. Incorporation of Documents by Reference.**

The following documents, each as filed by The PNC Financial Services Group, Inc. ("PNC" or the "Registrant"), the ISP or the RSP, as applicable, with the Securities and Exchange Commission (the "Commission") pursuant to the Securities Exchange Act of 1934, as amended ("Exchange Act"), are incorporated herein by reference:

PNC's annual report on Form 10-K for the year ended December 31, 2008

PNC's current reports on Form 8-K filed with the Commission on January 2, 2009 (two filings), February 13, 2009, February 19, 2009, and March 3, 2009 (only with respect to information in Item 8.01, Item 9.01 with regard to Exhibits 99.2 and 99.3, and those exhibits)

The ISP's annual report on Form 11-K for the year ended December 31, 2007

The RSP's annual report on Form 11-K for the year ended December 31, 2007

The description of PNC common stock set forth in the registration statement on Form 8-A filed by PNC pursuant to Section 12 of the Exchange Act on September 24, 1987, including any amendment or report filed with the Commission for the purpose of updating this description

All documents filed by PNC pursuant to Section 13(a), 13(c), 14 or 15(d) of the Exchange Act and all documents filed by the ISP and the RSP pursuant to Section 15(d) of the Exchange Act subsequent to the date of this Registration Statement and prior to the filing of a post-effective amendment hereto, which indicates that all securities offered hereunder have been sold or which deregisters all securities remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing of such documents. Any report, document or portion thereof that is furnished to, but not filed with, the Commission is not incorporated by reference.

Any statement contained in a document incorporated or deemed to be incorporated by reference or deemed to be part of this Registration Statement shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained in this Registration Statement or in any other subsequently filed document that also is, or is deemed to be, incorporated by reference in this Registration Statement modifies or replaces such statement. Any statement contained in a document that is deemed to be incorporated by reference or deemed to be part of this Registration Statement after the most recent effective date may modify or replace existing statements contained in this Registration Statement. Any such statement so modified or replaced shall not be deemed, except as so modified or replaced, to constitute a part of this Registration Statement.

**Experts**

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The consolidated financial statements of PNC and its subsidiaries as of December 31, 2008 and 2007, and for the years then ended, and management's assessment of the effectiveness of internal control over financial reporting as of December 31, 2008 incorporated in this Registration Statement by reference to the Annual Report on Form 10-K for the year ended December 31, 2008, have been so incorporated in reliance on the report of PricewaterhouseCoopers LLP, an independent registered public accounting firm, given on the authority of said firm as experts in auditing and accounting.

The consolidated financial statements of PNC and its subsidiaries for the year ended December 31, 2006 incorporated in this Registration Statement by reference to PNC's Annual Report on Form 10-K for the year ended December 31, 2008, have been audited by Deloitte & Touche LLP, an independent registered public accounting firm, as stated in their report which is incorporated herein by reference (which report expresses an unqualified opinion on the consolidated financial statement and includes explanatory paragraphs relating to the restatement of the consolidated statements of cash flows, PNC's adoption of Statement of Financial Accounting Standard No. 158, Employers' Accounting for Defined Benefit Pension and Other Postretirement Plans—an amendment of FASB Statements No. 87, 88, 106, and 132(R) and PNC's use of the equity method of accounting to recognize its investment in BlackRock, Inc.) and have been so incorporated in reliance upon the report of such firm given upon their authority as experts in accounting and auditing.

The financial statements of the ISP as of and for the year ended December 31, 2007 included in the ISP's annual report on Form 11-K for the year ended December 31, 2007 and the financial statements of the RSP as of and for the year ended December 31, 2007 included in the RSP's annual report on Form 11-K for the year ended December 31, 2007 have been audited by Milligan & Company, LLC, an independent registered public accounting firm, as set forth in their reports thereon, included therein, which are incorporated herein by reference and have been so incorporated in reliance upon such report given on the authority of such firm as experts in accounting and auditing.

The financial statements of the ISP as of and for the year ended December 31, 2006 included in the ISP's annual report on Form 11-K for the year ended December 31, 2007 and the financial statements of the RSP as of and for the year ended December 31, 2006 included in the RSP's annual report on Form 11-K for the year ended December 31, 2007 have been audited by Deloitte & Touche LLP, an independent registered public accounting firm, as set forth in their reports, which are incorporated herein by reference and have been so incorporated in reliance upon such report given on the authority of such firm as experts in accounting and auditing.

Documents incorporated herein by reference in the future will include financial statements, related schedules (if required), management's assessment of the effectiveness of internal control over financial reporting and independent auditors' reports. These financial statements and schedules and the effectiveness of internal control over financial reporting will have been audited to the extent and for the periods set forth in such reports by the firm or firms rendering such reports, and, to the extent so audited and consent to incorporation by reference is given, such financial statements and schedules and opinion regarding the effectiveness of internal control will be incorporated herein by reference in reliance upon such reports given upon the authority of such firms as experts in accounting and auditing.

**Item 6. Indemnification of Directors and Officers.**

PNC is incorporated under the laws of the Commonwealth of Pennsylvania. Sections 1741 and 1742 of the Pennsylvania Business Corporation Law (PBCL) provide that a Pennsylvania corporation has the power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation), by reason of the fact that the person is or was a representative of the corporation, or is or was serving at the request of the corporation as a representative of another enterprise, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with the action or proceeding if the person acted in good faith and in a manner the person reasonably believed to be in, or not opposed to, the best interests of the corporation and, with respect to any criminal proceeding, had no reasonable cause to believe the person's conduct was unlawful. In the case of an action brought by or in the right of the corporation, indemnification of any person who was or is a party or is threatened to be made a party to the action by reason of the fact that the person is or was a representative of the corporation, or is or was serving at the request of the corporation as a representative of another enterprise, against expenses (including attorney's fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action is permitted if such person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation. No indemnification is permitted under this provision, however, in respect of any claim, issue or matter as to which such person has been adjudged to be liable to the corporation unless and only to the extent that the court of common pleas of the judicial district embracing the county in which the registered office of the corporation is located or the court in which the action was brought determines upon application that, despite the adjudication of liability but in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnity for the expenses that the court of common pleas or other court deems proper.

Section 1743 of the PBCL provides, in general, that a corporation must indemnify any representative of a business corporation who has been successful on the merits or otherwise in defense of any action or proceeding referred to in Section 1741 or Section 1742 or in defense of any claim, issue, or matter therein, against expenses (including attorney fees) actually and reasonably incurred therein.

Section 1746 of the PBCL provides that the foregoing provisions shall not be deemed exclusive of any other rights to which a person seeking indemnification may be entitled under, among other things, any by-law provision, provided that no indemnification may be made in any case where the act or failure to act giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness.

Our By-Laws provide for the mandatory indemnification of directors and officers in accordance with and to the full extent permitted by the laws of the Commonwealth of Pennsylvania as in effect at the time of such indemnification. Our By-Laws also eliminate, to the maximum extent permitted by the laws of the Commonwealth of Pennsylvania, the personal liability of directors for monetary damages for any action taken, or any failure to take any action as a director, except in any case such elimination is not permitted by law.

Section 1747 of the PBCL provides, in general, that a corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a representative of the corporation or is or was serving at the request of the corporation as a representative of another entity against any liability asserted against the person in any capacity, or arising out of the person's status as such, regardless of whether the corporation would have the power to indemnify such person against that liability under the provisions of the PBCL. PNC has purchased directors' and officers' liability insurance covering certain liabilities that may be incurred by its directors and officers in connection with the performance of their duties.

The foregoing is only a general summary of certain aspects of Pennsylvania law and PNC's bylaws dealing with indemnification of directors and officers, and does not purport to be complete. It is qualified in its entirety by reference to the detailed provisions of Sections 1741, 1742, 1743, 1746 and 1747 of the PBCL and the bylaws of PNC.

**Item 8. Exhibits.**

The exhibits listed in the Exhibit Index of this Registration Statement are filed herewith or, where so indicated, are incorporated herein by reference to other filings. The file number of all filings referenced below from which documents are incorporated by reference is 001-09718.

Subsequent to the time that the Internal Revenue Service (the IRS) issued favorable determination letters to the ISP and the RSP, filed as Exhibits 5.2 and 5.3 to this Registration Statement respectively, the plans were amended. PNC undertakes that it will submit the amendments to the IRS in a timely manner and will make all changes required by the IRS in order to continue the qualification of the ISP and RSP.

**EXHIBITS**

Exhibit 4.1	The PNC Financial Services Group, Inc. Articles of Incorporation, as amended effective January 2, 2009	Incorporated herein by reference to Exhibit 3.1 of PNC's annual report on Form 10-K for the year ended December 31, 2008
Exhibit 4.2	By-Laws of The PNC Financial Services Group, Inc., as amended and restated effective February 12, 2009	Incorporated herein by reference to Exhibit 3.2 of PNC's current report on Form 8-K filed February 19, 2009
Exhibit 4.3.1	The PNC Financial Services Group, Inc. Incentive Savings Plan	Incorporated herein by reference to Exhibit 10.16 of PNC's annual report on Form 10-K for the year ended December 31, 2002
Exhibit 4.3.2	Amendment No. 1 to The PNC Financial Services Group, Inc. Incentive Savings Plan	Incorporated herein by reference to Exhibit 10.17 of PNC's annual report on Form 10-K for the year ended December 31, 2002

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Exhibit 4.3.3	Amendment No. 2 to The PNC Financial Services Group, Inc. Incentive Savings Plan	Incorporated herein by reference to Exhibit 10.18 of PNC's annual report on Form 10-K for the year ended December 31, 2002
Exhibit 4.3.4	Amendment No. 3 to The PNC Financial Services Group, Inc. Incentive Savings Plan	Incorporated herein by reference to Exhibit 99.10 of PNC's annual report on Form 10-K for the year ended December 31, 2003
Exhibit 4.3.5	Amendment No. 4 to The PNC Financial Services Group, Inc. Incentive Savings Plan	Incorporated herein by reference to Exhibit 99.10 of PNC's annual report on Form 10-K for the year ended December 31, 2003
Exhibit 4.3.6	Amendment No. 5 to The PNC Financial Services Group, Inc. Incentive Savings Plan	Incorporated herein by reference to Exhibit 99.10 of PNC's annual report on Form 10-K for the year ended December 31, 2003
Exhibit 4.3.7	Amendment No. 6 to The PNC Financial Services Group, Inc. Incentive Savings Plan	Filed herewith
Exhibit 4.3.8	Amendment No. 7 to The PNC Financial Services Group, Inc. Incentive Savings Plan	Filed herewith
Exhibit 4.3.9	Amendment No. 8 to The PNC Financial Services Group, Inc. Incentive Savings Plan	Filed herewith
Exhibit 4.3.10	Amendment No. 9 to The PNC Financial Services Group, Inc. Incentive Savings Plan	Filed herewith
Exhibit 4.3.11	Amendment No. 10 to The PNC Financial Services Group, Inc. Incentive Savings Plan	Filed herewith
Exhibit 4.3.12	Amendment No. 11 to The PNC Financial Services Group, Inc. Incentive Savings Plan	Filed herewith
Exhibit 4.3.13	Amendment No. 12 to The PNC Financial Services Group, Inc. Incentive Savings Plan	Filed herewith
Exhibit 4.3.14	Amendment No. 13 to The PNC Financial Services Group, Inc. Incentive Savings Plan	Filed herewith
Exhibit 4.3.15	Amendment No. 14 to The PNC Financial Services Group, Inc. Incentive Savings Plan	Filed herewith
Exhibit 4.3.16	Amendment No. 15 to The PNC Financial Services Group, Inc. Incentive Savings Plan	Filed herewith
Exhibit 4.3.17	Amendment No. 16 to The PNC Financial Services Group, Inc. Incentive Savings Plan	Filed herewith



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Exhibit 4.3.18	Amendment No. 17 to The PNC Financial Services Group, Inc. Incentive Savings Plan	Filed herewith
Exhibit 4.4.1	The PNC Global Investment Servicing Inc. Retirement Savings Plan (formerly known as the PFPC Inc. Retirement Savings Plan)	Filed herewith
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Exhibit 4.4.6	Amendment No. 5 to the PNC Global Investment Servicing Inc. Retirement Savings Plan	Filed herewith
Exhibit 5.1	Opinion of Morgan, Lewis & Bockius LLP	Filed herewith
Exhibit 5.2	Internal Revenue Service Determination Letter dated April 17, 2002 relating to The PNC Financial Services Group, Inc. Incentive Savings Plan	Filed herewith
Exhibit 5.3	Internal Revenue Service Determination Letter dated February 7, 2006 relating to the PNC Global Investment Servicing Inc. Retirement Savings Plan	Filed herewith
Exhibit 23.1	Consent of PricewaterhouseCoopers LLP, relating to The PNC Financial Services Group, Inc.	Filed herewith
Exhibit 23.2	Consent of Deloitte & Touche LLP, relating to The PNC Financial Services Group, Inc., The PNC Financial Services Group, Inc. Incentive Savings Plan and the PNC Global Investment Servicing Inc. Retirement Savings Plan	Filed herewith
Exhibit 23.3	Consent of Deloitte & Touche LLP, relating to BlackRock, Inc.	Filed herewith
Exhibit 23.4	Consent of Milligan & Company, LLC, relating to The PNC Financial Services Group, Inc. Incentive Savings Plan and the PNC Global Investment Servicing Inc. Retirement Savings Plan	Filed herewith
Exhibit 23.5	Consent of Morgan, Lewis & Bockius LLP	Included in the opinion filed as Exhibit 5.1 hereto
Exhibit 24	Powers of Attorney	Filed herewith

**Item 9. Undertakings.**

The undersigned Registrant hereby undertakes:

- (1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:
- (a) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933 (the "Act");
  - (b) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change to the information set forth in this Registration Statement; and
  - (c) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;

provided, however, that Paragraphs 1(a) and 1(b) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or 15(d) of the Exchange Act that are incorporated by reference in the registration statement.

- (2) That, for the purpose of determining any liability under the Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof;
- (3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and each filing of the ISP's annual report and the RSP's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

Insofar as indemnification for liabilities arising under the Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

**SIGNATURES**

The Registrant. Pursuant to the requirements of the Securities Act of 1933, PNC 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 Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Pittsburgh, Commonwealth of Pennsylvania, on March 16, 2009.

THE PNC FINANCIAL SERVICES GROUP, INC.

By: /s/ Samuel R. Patterson  
Samuel R. Patterson  
Senior Vice President and Controller

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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:

<b>Signature</b>	<b>Title</b>	<b>Date</b>
* James E. Rohr	Chairman, Chief Executive Officer and Director (Principal Executive Officer)	March 18, 2009
* Richard J. Johnson	Chief Financial Officer (Principal Financial Officer)	March 18, 2009
* Samuel R. Patterson	Controller (Principal Accounting Officer)	March 18, 2009
* Richard O. Berndt	Director	March 18, 2009
* Charles E. Bunch	Director	March 18, 2009
* Paul W. Chellgren	Director	March 18, 2009
* Robert N. Clay	Director	March 18, 2009
* George A. Davidson, Jr.	Director	March 18, 2009
* Kay Coles James	Director	March 18, 2009

*	Director	March 18, 2009
Richard B. Kelson		
*	Director	March 18, 2009
Bruce C. Lindsay		
*	Director	March 18, 2009
Anthony A. Massaro		
*	Director	March 18, 2009
Jane G. Pepper		
*	Director	March 18, 2009
Donald J. Shepard		
*	Director	March 18, 2009
Lorene K. Steffes		
*	Director	March 18, 2009
Dennis F. Strigl		
*	Director	March 18, 2009
Stephen G. Thieke		
*	Director	March 18, 2009
Thomas J. Usher		
*	Director	March 18, 2009
George H. Walls, Jr.		
*	Director	March 18, 2009
Helge H. Wehmeier		

\*By: /s/ George P. Long, III  
George P. Long, III, Attorney-in-Fact,  
pursuant to Powers of Attorney filed herewith

The ISP. Pursuant to the requirements of the Securities Act of 1933, the trustees (or other persons who administer the ISP) have duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Pittsburgh, Commonwealth of Pennsylvania, on March 16, 2009.

By: /s/ Kerry A. Allen  
Kerry A. Allen  
Plan Manager/Administrator for The PNC Financial  
Services Group, Inc. Incentive Savings Plan

The RSP. Pursuant to the requirements of the Securities Act of 1933, the trustees (or other persons who administer RSP) have duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Pittsburgh, Commonwealth of Pennsylvania, on March 16, 2009.

By: /s/ Kerry A. Allen  
Kerry A. Allen  
Plan Manager/Administrator for the PNC Global  
Investment Servicing Inc. Retirement Savings Plan

**INDEX TO EXHIBITS**

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