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

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

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**REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933**

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**THE PNC FINANCIAL SERVICES GROUP, INC.**

(Exact name of registrant as specified in its charter)

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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)

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

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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)

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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

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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. 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:

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

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* _____ Samuel R. Patterson	Controller (Principal Accounting Officer)	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

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* _____ 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	Director	December 31, 2008
*By: <u>      /s/ George P. Long, III      </u> George P. Long, III, Attorney-in-Fact, pursuant to Powers of Attorney filed herewith		

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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

**POWER OF ATTORNEY****The PNC Financial Services Group, Inc.**

Each of the undersigned directors and/or officers of The PNC Financial Services Group, Inc. ("PNC"), a Pennsylvania corporation, hereby names, constitutes and appoints Richard J. Johnson, Samuel R. Patterson, Karen M. Barrett, and George P. Long, III, and each of them individually, with full power to act without the others and with full power of substitution and resubstitution, the undersigned's true and lawful attorney-in-fact and agent to execute for the undersigned and in his or her name, place and stead, in any and all capacities, one or more Registration Statements on Form S-8 (or other appropriate form) to be filed for the offering and/or sale of shares of PNC common stock in connection with the plans set forth on Exhibit A hereto, and any successor plan or plans, and any and all amendments (including post-effective amendments) to such registration statement or statements, and to file the same, with all exhibits thereto, and any and all other documents in connection therewith, with the Securities and Exchange Commission and any applicable securities exchange or securities self-regulating body, hereby granting to said attorneys-in-fact and agents, and each of them acting alone, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith as fully to all intents and purposes as the undersigned might or could do in person;

And each of the undersigned hereby ratifies and confirms all that any said attorney-in-fact and agent, or any substitute, lawfully does or causes to be done by virtue hereof.

IN WITNESS WHEREOF, the following persons have duly signed this Power of Attorney as of this 31st day of December, 2008.

<u>Name/Signature</u>	<u>Capacity</u>
<u>/s/ James E. Rohr</u> James E. Rohr	Chairman, Chief Executive Officer (Principal Executive Officer) and Director
<u>/s/ Richard J. Johnson</u> Richard J. Johnson	Chief Financial Officer (Principal Financial Officer)
<u>/s/ Samuel R. Patterson</u> Samuel R. Patterson	Controller (Principal Accounting Officer)
<u>/s/ Richard O. Berndt</u> Richard O. Berndt	Director
<u>/s/ Charles E. Bunch</u> Charles E. Bunch	Director
<u>/s/ Paul W. Chellgren</u> Paul W. Chellgren	Director

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<u>/s/ Robert N. Clay</u> Robert N. Clay	Director
<u>/s/ George A. Davidson, Jr.</u> George A. Davidson, Jr.	Director
<u>/s/ Kay Coles James</u> Kay Coles James	Director
<u>/s/ Richard B. Kelson</u> Richard B. Kelson	Director
<u>/s/ Bruce C. Lindsay</u> Bruce C. Lindsay	Director
<u>/s/ Anthony A. Massaro</u> Anthony A. Massaro	Director
<u>/s/ Jane G. Pepper</u> Jane G. Pepper	Director
<u>/s/ Donald J. Shepard</u> Donald J. Shepard	Director
<u>/s/ Lorene K. Steffes</u> Lorene K. Steffes	Director
<u>/s/ Dennis F. Strigl</u> Dennis F. Strigl	Director
<u>/s/ Stephen G. Thieke</u> Stephen G. Thieke	Director
<u>/s/ Thomas J. Usher</u> Thomas J. Usher	Director
<u>/s/ George H. Walls, Jr.</u> George H. Walls, Jr.	Director
<u>/s/ Helge H. Wehmeier</u> Helge H. Wehmeier	Director