

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-K/A
(AMENDMENT NO. 1)

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934

FOR THE YEAR ENDED DECEMBER 31, 1999

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OF THE SECURITIES
EXCHANGE ACT OF 1934

For the transition period from _____ to _____

COMMISSION FILE NUMBER 1-9718

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
(I.R.S. Employer
Identification No.)

ONE PNC PLAZA
249 FIFTH AVENUE
PITTSBURGH, PENNSYLVANIA 15222-2707
(Address of principal executive offices)
(Zip Code)

(412) 762-1553
(Registrant's telephone number, including area code)

(Former name or former address, if changed since last report)

By filing this amendment ("Amendment No. 1"), the undersigned registrant hereby amends its Annual Report on Form 10-K for the year ended December 31, 1999 ("1999 Form 10-K") to include, as permitted by Rule 15d-21 under the Securities Exchange Act of 1934 as amended ("Exchange Act") the financial statements and exhibits required by Form 11-K with respect to The PNC Financial Services Group, Inc. Incentive Savings Plan, as amended, and the PNC Retirement Savings Plan, as amended. The 1999 Form 10-K is not being amended hereby for any other purpose.

In accordance with Rule 12b-15 of the Exchange Act, Item 14 of Part IV of the 1999 Form 10-K is hereby amended and restated to read in its entirety as follows:

PART IV

ITEM 14 - EXHIBITS, FINANCIAL STATEMENT SCHEDULES AND REPORTS ON FORM 8-K

The following report of independent auditors of The PNC Financial Services Group, Inc. ("Corporation") and consolidated financial information of the Corporation, included in the 1999 Annual Report to Shareholders at the page indicated, are incorporated herein by reference.

<TABLE>
<CAPTION>

OF		PAGE
REPORT	FINANCIAL STATEMENTS	ANNUAL
-----	-----	-----
	<S>	<C>
59	Report of Ernst & Young LLP, Independent Auditors	
	Consolidated Statement of Income for the three years ended December 31, 1999	60
	Consolidated Balance Sheet as of December 31, 1999 and 1998	
61		
	Consolidated Statement of Shareholders' Equity for the three years ended	
	December 31, 1999	
62		

64-83

Selected Quarterly Financial Data

84

</TABLE>

As permitted by Rule 15d-21 of the Exchange Act, the following financial statements of The PNC Financial Services Group, Inc. Incentive Savings Plan, as amended, and the PNC Retirement Savings Plan, as amended, and reports of independent auditors thereon are filed with Amendment No. 1 of the 1999 Form 10-K at the page indicated.

<TABLE>
<CAPTION>

PAGE

OF
FINANCIAL STATEMENTS
AMENDMENT NO. 1

	<S>	<C>
	The PNC Financial Services Group, Inc. Incentive Savings Plan Report of Independent Auditors	
6	Statements of Net Assets Available for Benefits	
7	Statements of Changes in Net Assets Available for Benefits	
8	Notes to Financial Statements	
9	Schedule of Assets Held for Investment Purposes at End of Year	
20	Schedule of Reportable Transactions	
21		
	The PNC Retirement Savings Plan Report of Independent Auditors	
24	Statements of Net Assets Available for Benefits	
25	Statements of Changes in Net Assets Available for Benefits	
26	Notes to Financial Statements	
27	Schedule of Assets Held for Investment Purposes at End of Year	
33	Schedule of Reportable Transactions	
34		

FINANCIAL STATEMENT SCHEDULES

No financial statement schedules are being filed.

</TABLE>

-2-

<TABLE>
<CAPTION>

REPORTS ON FORM 8-K

<S>

<C>

The following reports on Form 8-K were filed during the quarter ended December 31, 1999.

Form 8-K dated as of October 20, 1999, filing an earnings release reporting the Corporation's consolidated financial results for the three and nine months ended September 30, 1999, and information on the Corporation's businesses for the nine months ended September 30, 1999 and 1998.

Form 8-K dated October 26, 1999, reporting on entering into an underwriting agreement with respect to the public offering of \$400,000,000 of 7.50% subordinated notes due 2009 and on the form of the notes and related guarantee.

EXHIBITS

The exhibits listed on the Exhibit Index on pages 36 and 37 of this Amendment No. 1 of the 1999 Form 10-K are filed herewith or are incorporated herein by reference.

</TABLE>

-3-

Audited Financial Statements

The PNC Financial Services Group, Inc.
Incentive Savings Plan

Years ended December 31, 1999 and 1998
with Report of Independent Auditors

-4-

The PNC Financial Services Group, Inc.
Incentive Savings Plan

Audited Financial Statements

Years ended December 31, 1999 and 1998

CONTENTS

Report of Independent Auditors	6
Audited Financial Statements	
Statements of Net Assets Available for Benefits	7
Statements of Changes in Net Assets Available for Benefits	8
Notes to Financial Statements	9
Schedules	
Schedule H, Line 4i--Schedule of Assets Held for Investment Purposes at End of Year	20
Schedule H, Line 4j--Schedule of Reportable Transactions	21

-5-

Report of Independent Auditors

Administrative Committee
The PNC Financial Services Group, Inc.
Incentive Savings Plan

We have audited the accompanying statements of net assets available for benefits of The PNC Financial Services Group, Inc. Incentive Savings Plan as of December 31, 1999 and 1998, and the related statements of changes in net assets available for benefits for the years then ended. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan at December 31, 1999 and 1998, and the changes in its net assets available for benefits for the years then ended, in conformity with accounting principles generally accepted in the United States.

Our audits were made for the purpose of forming an opinion on the financial statements taken as a whole. The accompanying supplemental schedules of assets

held for investment purposes at end of year as of December 31, 1999, and reportable transactions for the year ended December 31, 1999, are presented for purposes of additional analysis and are not a required part of the financial statements but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The supplemental schedules are the responsibility of the Plan's management. The supplemental schedules have been subjected to the auditing procedures applied in our audits of the financial statements and, in our opinion, are fairly stated in all material respects in relation to the financial statements taken as a whole.

/s/ Ernst Young LLP

June 2, 2000
Pittsburgh, Pennsylvania

-6-
The PNC Financial Services Group, Inc.
Incentive Savings Plan

Statements of Net Assets Available for Benefits

(In Thousands)

<TABLE>
<CAPTION>

	DECEMBER 31	
	1999	1998
	-----	-----
<S>	<C>	<C>
Investments at fair value:		
Participant-directed:		
Investments in Master Trust	\$462,989	\$376,329
Other participant-directed investments (participant loans)	29,706	32,084
Nonparticipant-directed:		
The PNC Financial Services Group, Inc. common stock	460,203	601,431
Other nonparticipant-directed investments	--	17
	-----	-----
Total investments	952,898	1,009,861
Receivables:		
Accrued income	12	15
	-----	-----
Total assets	952,910	1,009,876
ESOP note payable	(16,833)	(31,833)
Accrued interest payable	--	(1,172)
	-----	-----
Net assets available for benefits	\$936,077	\$976,871
	=====	=====

</TABLE>

See accompanying Notes to Financial Statements.

-7-
The PNC Financial Services Group, Inc.
Incentive Savings Plan

Statements of Changes in Net Assets Available for Benefits

(In Thousands)

<TABLE>
<CAPTION>

	YEAR ENDED DECEMBER 31	
	1999	1998
	-----	-----
<S>	<C>	<C>
Net assets available for benefits at beginning of year	\$976,871	\$1,044,955
Additions:		
Interest and dividends	30,471	30,805
Contributions:		
Employer	19,389	10,415
Employee	43,426	35,625
Rollover	3,697	1,838
Net realized and unrealized depreciation	(45,967)	(3,420)
Other, net	(2,528)	(354)
Transfer to affiliate plan	(3,458)	--
Net assets received in mergers	6,520	624
	-----	-----

Total additions	51,550	75,533
Deductions:		
Payments to participants or beneficiaries	(90,389)	(140,954)
Interest expense	(1,691)	(2,448)
Administrative expense	(264)	(215)
	-----	-----
Net assets available for benefits at end of year	\$936,077	\$976,871
	=====	=====

</TABLE>

See accompanying Notes to Financial Statements.

-8-

The PNC Financial Services Group, Inc.
Incentive Savings Plan

Notes to Financial Statements

December 31, 1999

(In Thousands, except for share information)

1. SIGNIFICANT ACCOUNTING POLICIES

VALUATION

Marketable securities are stated at fair value. Securities are valued at the last public sale price of the securities listed on the New York Stock Exchange. If no sales were reported, and in the case of securities traded over the counter, the last bid price at the close of business is used. The value of any security not listed or quoted on any exchange is determined by the last closing bid price, reference to the bid price of any published quotations in common use, or by the quotation of a reputable broker.

The fair value of the participation units in the short-term investment funds and registered investment companies is based on quoted redemption values on the last business day of the Plan year. Loans are valued at the amount of principal outstanding.

The PNC Financial Services Group, Inc. Incentive Savings Plan's assets are concentrated in the stock and bond markets. Realization of the respective values is subject to the results of these markets.

USE OF ESTIMATES

The preparation of financial statements, in conformity with generally accepted accounting principles, requires management to make estimates that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from such estimates.

The presentation of certain prior-year amounts have been conformed with the current-year presentation.

2. DESCRIPTION OF THE PLAN

The following description of The PNC Financial Services Group, Inc. Incentive Savings Plan ("the Plan") provides only general information. Participants should refer to the plan prospectus for a more complete description of the Plan's provisions.

The PNC Financial Services Group, Inc. ("PNC") is the sponsor of the Plan. The Plan covers substantially all eligible employees of PNC and certain subsidiaries.

-9-

The PNC Financial Services Group, Inc.
Incentive Savings Plan

Notes to Financial Statements (continued)

2. DESCRIPTION OF THE PLAN (CONTINUED)

The Plan allows participants to contribute from 1% to 15% of their eligible compensation on a pretax 401(k) basis. PNC matches 100 percent of employee contributions up to 6% of eligible compensation, subject to Internal Revenue Code limitations. Participants are fully vested in their balances, including the employer contributions. Prior to July 1, 1998, plan income was allocated to participants based on an average participant investment balance on a quarterly basis. Effective July 1, 1998, participants' accounts are valued on a daily basis.

Participants age 55 (age 50 effective April 1, 1999) or older can choose to have their matching contribution made in PNC common stock or in cash to invest in the other funds. These participants can also convert previous matching contributions made in PNC common stock to other funds.

The Plan has a loan feature that allows participants to borrow against their balance in accordance with the loan policies established by the Administrative Committee of the Plan. Such borrowings are reflected in the Loan Fund. Under certain circumstances, the Plan permits withdrawals by participants.

Although it has not expressed an intent to do so, PNC has the right under the Plan to discontinue contributions at any time and to terminate the Plan subject to the provisions of the Employee Retirement Income Security Act of 1974.

The Plan includes a leveraged employee stock ownership plan ("ESOP"). In January 1990, the ESOP borrowed \$140,000 from PNC Bank, N.A., a wholly-owned subsidiary of PNC, and purchased approximately 7,350,000 shares of PNC common stock through open market purchases. In December 1998, the balance of the remaining ESOP note was refinanced and the new note extended to 2002. The unallocated shares of PNC common stock are pledged as security on the ESOP note. The ESOP shares are used to match a portion of PNC's matching contributions to the Plan and an affiliated plan, the PNC Retirement Savings Plan (RSP), subject to certain limitations. During 1999, \$3,458 was transferred to the RSP to fund matching contributions.

PNC is obligated to make annual contributions sufficient to fund principal and interest payments on the ESOP note net of investment income and realized gains and losses in the unallocated ESOP fund. Shares of PNC common stock released to the Plan and RSP were 586,647 and 62,865 in 1999, respectively, and 630,410 and 67,393 in 1998, respectively.

-10-

The PNC Financial Services Group, Inc.
Incentive Savings Plan

Notes to Financial Statements (continued)

2. DESCRIPTION OF THE PLAN (CONTINUED)

The effective interest rate on the ESOP fixed rate note was 4.91% in 1999. Principal payments are due on an annual basis and interest payments are due quarterly. The following is a schedule of debt maturities:

2000	\$8,000
2001	8,600
2002	233

	\$16,833
	=====

PNC has the ability to prepay the remaining outstanding debt balance at any time.

At December 31, 1999, the ESOP held 714,459 unallocated shares of PNC common stock with a market value of \$31,793. These assets will be used to match future participant contributions.

Effective May 16, 1998, participants in the former Midland Services Inc. 401(k) Plan became eligible to participate in the Plan. Assets of approximately \$5,800 from the Midland Services Inc. 401(k) Plan were merged into the Plan during January 1999. Effective October 1, 1998, participants in the former Arcand Company Retirement Savings Plan became eligible to participate in the Plan. Assets of approximately \$701 from the Arcand Company Retirement Savings Plan were merged into the Plan during June, 1999.

3. TRANSACTIONS WITH PARTIES-IN-INTEREST

PNC Bank, N.A. is the Plan's trustee. Investments under the Plan are participant directed. Investment options include various portfolios of the BlackRock Funds, which are registered investment companies (mutual funds) from which PNC affiliates, including BlackRock, Inc. and PFPC Worldwide, Inc., receive compensation for providing services, such as investment advisory, custodial and transfer agency services, to the mutual funds. Prior to February 12, 1998, PNC paid administrative costs incurred by the Plan. Effective February 12, 1998, certain plan administrative expenses are paid by the Plan.

4. INVESTMENTS

Certain of the Plan's investments are in a Master Trust, which was established on July 1, 1998 for the investment of assets of the Plan and the RSP. Each participating retirement plan has an undivided interest in the Master Trust. At December 31, 1999 and 1998, the Plan's interest in the net assets of the Master Trust was approximately 97%. Investment income and expenses are allocated to the Plan based upon its pro rata share in the net assets of the Master Trust.

-11-
The PNC Financial Services Group, Inc.
Incentive Savings Plan
Notes to Financial Statements (continued)

4. INVESTMENTS (CONTINUED)

The following table presents the fair value of investments in the Master Trust.

<TABLE>
<CAPTION>

	DECEMBER 31	
	1999	1998
<S>	<C>	<C>
Investments at fair value:		
PNC Balanced Profile Fund	\$10,770	\$2,255
PNC Aggressive Profile Fund	258,150	225,803
PNC Conservative Profile Fund	3,825	1,782
BlackRock Money Market Portfolio	69,672	69,040
BlackRock Large Cap Value Equity Portfolio	9,972	3,193
BlackRock Index Equity Portfolio	48,696	13,942
BlackRock Small Cap Value Equity Portfolio	3,023	1,279
BlackRock International Equity Portfolio	3,999	489
BlackRock Small Cap Growth Equity Portfolio	11,262	1,772
BlackRock Core Bond Portfolio	57,376	66,678
	\$476,745	\$386,233

</TABLE>

-12-
The PNC Financial Services Group, Inc.
Incentive Savings Plan
Notes to Financial Statements (continued)

4. INVESTMENTS (CONTINUED)

The following table presents income recorded by the Master Trust for the year ended December 31, 1999 and the period July 1, 1998 through December 31, 1998.

<TABLE>
<CAPTION>

	YEAR ENDED	JULY 1, 1998
	DECEMBER 31, 1999	THROUGH DECEMBER 31, 1998
<S>	<C>	<C>
Net appreciation (depreciation) in fair value of investments:		
PNC Balanced Profile Fund	\$1,277	\$250
PNC Aggressive Profile Fund	56,906	1,278
PNC Conservative Profile Fund	238	56
BlackRock Large Cap Value Equity Portfolio	(898)	117
BlackRock Index Equity Portfolio	6,186	1,451
BlackRock Small Cap Value Equity Portfolio	(59)	76
BlackRock International Equity Portfolio	344	26
BlackRock Small Cap Growth Equity Portfolio	2,881	317
BlackRock Core Bond Portfolio	(4,350)	(733)
	62,525	2,838
Interest and dividend income	12,180	4,600
	\$74,705	\$7,438

</TABLE>

-13-
The PNC Financial Services Group, Inc.
Incentive Savings Plan
Notes to Financial Statements (continued)

4. INVESTMENTS (CONTINUED)

NONPARTICIPANT-DIRECTED INVESTMENTS

Information about the net assets and the significant components of the changes

in net assets relating to the nonparticipant-directed investments is as follows:

<TABLE>
<CAPTION>

	DECEMBER 31, 1999		
	PNC STOCK FUND	PNC ALLOCATED ESOP FUND	PNC UNALLOCATED ESOP FUND
<S>	<C>	<C>	<C>
Investments at fair value:			
The PNC Financial Services Group, Inc. common stock	\$241,282	\$187,128	\$31,793
Total investments	241,282	187,128	31,793
Accrued income	--	--	12
Total assets	241,282	187,128	31,805
ESOP note payable	--	--	(16,833)
Net assets available for benefits	\$241,282	\$187,128	\$14,972

</TABLE>

-14-

The PNC Financial Services Group, Inc.
Incentive Savings Plan

Notes to Financial Statements (continued)

4. INVESTMENTS (CONTINUED)

NONPARTICIPANT-DIRECTED INVESTMENTS (CONTINUED)

<TABLE>
<CAPTION>

	DECEMBER 31, 1998		
	PNC STOCK FUND	PNC ALLOCATED ESOP FUND	PNC UNALLOCATED ESOP FUND
<S>	<C>	<C>	<C>
Investments at fair value:			
The PNC Financial Services Group, Inc. common stock	\$298,133	\$226,643	\$76,655
Interest-bearing cash	--	17	--
Total investments	298,133	226,660	76,655
Accrued income	--	--	7
Due to (from) fund/other assets (liabilities)	--	1,198	(1,198)
Total assets	298,133	227,858	75,464
ESOP note payable	--	--	(31,833)
Accrued interest payable	--	--	(1,172)
Net assets available for benefits	\$298,133	\$227,858	\$42,459

</TABLE>

-15-

The PNC Financial Services Group, Inc.
Incentive Savings Plan

Notes to Financial Statements (continued)

4. INVESTMENTS (CONTINUED)

NONPARTICIPANT-DIRECTED INVESTMENTS (CONTINUED)

<TABLE>
<CAPTION>

PNC STOCK FUND	PNC ALLOCATED ESOP FUND	PNC UNALLOCATED ESOP FUND
----------------	-------------------------	---------------------------

<S>	<C>	<C>	<C>
Net assets available for benefits at January 1, 1999	\$298,133	\$227,858	\$42,459
Additions:			
Interest and dividends	9,734	7,179	1,793
Contributions:			
Employer	9,729	--	8,647
Employee	8,448	--	--
Rollover	527	--	--
Deductions:			
Distributions to participants or beneficiaries	(22,872)	(17,183)	--
Administrative expense	(79)	(63)	--
Net transfers	(6,526)	(8,595)	--
ESOP activity:			
Interest expense	--	--	(1,690)
Transfer to affiliated plan	--	--	(3,458)
Other ESOP activity	--	22,665	(26,865)
Net realized and unrealized depreciation	(55,812)	(44,733)	(5,914)
Net assets available for benefits at December 31, 1999	\$241,282	\$187,128	\$14,972

</TABLE>

-16-

The PNC Financial Services Group, Inc.
Incentive Savings Plan

Notes to Financial Statements (continued)

4. INVESTMENTS (CONTINUED)

NONPARTICIPANT-DIRECTED INVESTMENTS (CONTINUED)

<TABLE> <CAPTION>	PNC STOCK FUND	PNC ALLOCATED ESOP FUND	PNC UNALLOCATED ESOP FUND
<S>	<C>	<C>	<C>
Net assets available for benefits at January 1, 1998	\$350,583	\$233,946	\$66,271
Additions:			
Interest and dividends	9,437	6,444	3,103
Contributions:			
Employer	2,187	--	7,341
Employee	8,111	--	--
Rollover	582	--	--
Deductions:			
Distributions to participants or beneficiaries	(49,523)	(26,277)	--
Administrative expense	(72)	(54)	--
Net transfers	(4,177)	(1,060)	--
ESOP activity:			
Interest expense	--	--	(2,448)
Other ESOP activity	--	26,607	(26,607)
Net realized and unrealized depreciation	(17,040)	(11,982)	(6,384)
Other	(1,955)	234	1,183
Net assets available for benefits at December 31, 1998	\$298,133	\$227,858	\$42,459

</TABLE>

-17-

The PNC Financial Services Group, Inc.
Incentive Savings Plan

Notes to Financial Statements (continued)

5. INCOME TAX STATUS

The Plan has received a determination letter from the Internal Revenue Service dated June 21, 1995, stating that the Plan is qualified under Section 401(a) of the Internal Revenue Code (the Code) and, therefore, the related trust is exempt from taxation. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualification. The Plan has been amended since the date of the determination letter. The plan administrator believes that the Plan is being operated in compliance with the applicable requirements of the Code and, therefore, believes that the Plan is qualified and the related trust is tax-exempt.

Schedules

The PNC Financial Services Group, Inc.
Incentive Savings Plan

EIN 25-1435979 Plan 001

Schedule H, Line 4i--Schedule of Assets Held for Investment Purposes
at End of Year

December 31, 1999

<TABLE>	<CAPTION>			
IDENTITY OF ISSUER, BORROWER, OR SIMILAR ENTITY	DESCRIPTION OF INVESTMENT	COST	FAIR VALUE	

<S> THE PNC FINANCIAL SERVICES GROUP, INC. STOCK FUND	<C>	<C>	<C>	
Common Stock -----				
*The PNC Financial Services Group, Inc.	5,421,918 shares	\$158,490,571	\$241,275,375	
Preferred Stock -----				
*The PNC Financial Services Group, Inc.	85 shares	1,097	6,601	

Total		158,491,668	241,281,976	
ESOP ACCOUNT				
Common Stock -----				

*The PNC Financial Services Group, Inc.:			
Allocated Account	4,205,113 shares	114,461,223	187,127,546
Unallocated Account	714,459 shares	13,493,719	31,793,425
--			
Total ESOP Account		127,954,942	218,920,971
LOAN FUND			
Participant Loans	6% to 12.4%	--	29,706,000
--			
Total		\$286,446,610	\$489,908,947

Party-in-interest.
</TABLE>

-20-
The PNC Financial Services Group, Inc.
Incentive Savings Plan
EIN 25-1435979 Plan 001
Schedule H, Line 4j--Schedule of Reportable Transactions
Year ended December 31, 1999

<TABLE>
<CAPTION>

DESCRIPTION OF ASSETS	PURCHASE PRICE	SELLING PRICE	COST OF ASSETS	FAIR VALUE OF ASSETS ON TRANSACTION DATE	NET GAIN (LOSS)
<S>	<C>	<C>	<C>	<C>	<C>
Category (iii)--Series of securities transactions					
The PNC Financial Services Group, Inc. Common Stock					
1,580,519 shares	\$83,185,745	\$ --	\$83,185,745	\$83,185,745	\$ --
1,671,741 shares	--	79,023,455	90,274,559	79,023,455	(11,251,104)

There were no category (i), (ii) or (iv) reportable transactions during 1999.

-21-

Audited Financial Statements
PNC Retirement Savings Plan
Six-month period ended December 31, 1999
and year ended June 30, 1999
with Report of Independent Auditors

-22-

PNC Retirement Savings Plan
Audited Financial Statements
Six-month period ended December 31, 1999
and year ended June 30, 1999

CONTENTS

Report of Independent Auditors24

Audited Financial Statements

Statements of Net Assets Available for Benefits25

Statements of Changes in Net Assets Available for Benefits26

Notes to Financial Statements27

Schedules

Schedule H, Line 4i--Schedule of Assets Held for Investment Purposes at
End of Year33

Schedule H, Line 4j--Schedule of Reportable Transactions34

-23-

Report of Independent Auditors

Administrative Committee
PNC Retirement Savings Plan

We have audited the accompanying statements of net assets available for benefits of the PNC Retirement Savings Plan as of December 31, 1999 and June 30, 1999, and the related statements of changes in net assets available for benefits for the six-month period ended December 31, 1999 and the year ended June 30, 1999. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan at December 31, 1999 and June 30, 1999, and the changes in its net assets available for benefits for the six-month period ended December 31, 1999 and the year ended June 30, 1999, in conformity with accounting principles generally accepted in the United States.

Our audits were performed for the purpose of forming an opinion on the financial statements taken as a whole. The accompanying supplemental schedules of assets held for investment purposes at end of year as of December 31, 1999, and reportable transactions for the six-month period then ended, are presented for purpose of additional analysis and are not a required part of the financial statements but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. These supplemental schedules are the responsibility of the Plan's management. The supplemental schedules have been subjected to the auditing procedures applied in our audits of the financial statements and, in our opinion, are fairly stated in all material respects in relation to the financial statements taken as a whole.

/s/ Ernst & Young LLP

June 2, 2000
Pittsburgh, Pennsylvania

-24-

PNC Retirement Savings Plan

Statements of Net Assets Available for Benefits

<TABLE>
<CAPTION>

	DECEMBER 31, 1999	JUNE 30, 1999
	-----	-----

-
<S>

<C>

Investments at fair value:		
Participant-directed:		
Investments in Master Trust	\$16,445,204	\$13,380,447
Other participant-directed investments (participant loans)	1,731,292	1,357,933
Nonparticipant-directed:		
The PNC Financial Services Group, Inc. common stock	14,164,125	14,901,614
	-----	-----
Total investments	32,340,621	29,639,994
Receivables:		
Employer contributions	1,921,934	4,471,071
	-----	-----
Net assets available for benefits	\$34,262,555	\$34,111,065
	=====	=====

</TABLE>

See accompanying Notes to Financial Statements.

-25-

PNC Retirement Savings Plan

Statements of Changes in Net Assets Available for Benefits

<TABLE>		
<CAPTION>		
	SIX-MONTH PERIOD ENDED	YEAR ENDED
	DECEMBER 31, 1999	JUNE 30, 1999
	-----	-----
<S>	<C>	<C>
Net assets available for benefits at beginning of period	\$34,111,065	\$25,330,993
Additions:		
Interest and dividends	542,828	768,070
Contributions:		
Employer	1,923,587	4,474,352
Employee	1,834,663	4,534,126
Rollover	285,365	414,958
Net realized and unrealized (depreciation) appreciation	(2,885,414)	1,764,141
Other, net	241,598	87,723
	-----	-----
Total additions	1,942,627	12,043,370
Deductions:		
Payments to participants or beneficiaries	(1,741,642)	(3,227,114)
Administrative expense	(49,495)	(36,184)
	-----	-----
Net assets available for benefits at end of period	\$34,262,555	\$34,111,065
	=====	=====

</TABLE>

See accompanying Notes to Financial Statements.

-26-

PNC Retirement Savings Plan

Notes to Financial Statements

December 31, 1999

1. SIGNIFICANT ACCOUNTING POLICIES

VALUATION

Marketable securities are stated at fair value. Securities are valued at the last public sale price of the securities listed on the New York Stock Exchange. If no sales were reported, and in the case of securities traded over the counter, the last bid price at the close of business is used. The value of any security not listed or quoted on any exchange is determined by the last closing bid price, reference to the bid price of any published quotations in common use, or by the quotation of a reputable broker.

The fair values of the participation units in the short-term investment funds and registered investment companies are based on quoted redemption values on the last business day of the plan year. Loans are valued at the amount of principal outstanding.

The PNC Retirement Savings Plan's assets are concentrated in the stock and bond

markets. Realization of the respective values is subject to the results of these markets.

USE OF ESTIMATES

The preparation of financial statements, in conformity with generally accepted accounting principles, requires management to make estimates that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

2. DESCRIPTION OF THE PLAN

The following description of the PNC Retirement Savings Plan ("the Plan") provides only general information. Participants should refer to the plan prospectus for a more complete description of the Plan's provisions.

The PNC Financial Services Group, Inc. ("PNC") is the sponsor of the Plan. The Plan covers all eligible employees of the following PNC subsidiaries: PNC Mortgage Corp. of America and PNC Mortgage Securities Corp.

-27-

PNC Retirement Savings Plan

Notes to Financial Statements (continued)

2. DESCRIPTION OF THE PLAN (CONTINUED)

The Plan allows participants to contribute from 1% to 12% of their eligible compensation as defined in the Plan on a pretax 401(k) basis subject to Internal Revenue Code limitations. PNC will match 100% of employee contributions up to 6% of eligible compensation (as defined in the Plan) and will contribute 2% of base compensation (as defined in the Plan) if certain criteria as specified in the Plan are met. Effective for plan years beginning after July 1, 1997, the 6% matching contributions may be funded by The PNC Financial Services Group, Inc. Incentive Savings Plan ("ISP") subject to certain limitations. If applicable, participants in the Plan are participants in the ISP with respect to such matching contributions. For the year ended June 30, 1999, \$3,458,000 was transferred from the ISP to fund matching contributions. This amount has been reflected in contributions. In addition, PNC may make discretionary contributions to the Plan. No discretionary contributions were made for the six-month period ended December 31, 1999 and the year ended June 30, 1999. Participants are fully vested in their balances, including employer contributions. Plan income is allocated to participants on a daily basis with the pricing of mutual funds. Income from the BlackRock Money Market Portfolio and the BlackRock Core Bond Portfolio is allocated monthly. Capital gain income is allocated once the gain is declared by the actual fund.

Participants age 55 (age 50 effective April 1, 1999) or older can choose to have their matching contribution made in PNC common stock or in cash to invest in the other funds. These participants can also convert previous matching contributions made in PNC common stock to other funds.

The Plan has a loan feature that allows participants to borrow against their balance in accordance with the loan policies established by the Administrative Committee of the Plan. Such borrowings are reflected as participant loans. Under certain circumstances, the Plan permits withdrawals by participants.

Effective July 1, 1999, the Plan changed from a fiscal year end to a calendar year end plan.

Although it has not expressed an intent to do so, PNC has the right under the Plan to discontinue contributions and to terminate the Plan subject to the provisions of the Employee Retirement Income Security Act of 1974.

3. TRANSACTIONS WITH PARTIES-IN-INTEREST

PNC Bank, N.A., a wholly-owned subsidiary of PNC, is the Plan's trustee. Investments under the Plan are participant directed. Investment options include various portfolios of the BlackRock Funds, which are registered investment companies (mutual funds) from which PNC affiliates, including BlackRock, Inc. and PFPC Worldwide, Inc., receive compensation for providing services, such as investment advisory, custodial and transfer agency services. Prior to February 12, 1998, PNC paid administrative costs incurred by the Plan. Effective February 12, 1998, certain plan administrative expenses are paid by the Plan.

-28-

PNC Retirement Savings Plan

Notes to Financial Statements (continued)

4. INVESTMENTS

The Plan's investments are in a Master Trust, which was established on July 1,

1998 for the investment of assets of the Plan and the ISP. Each participating retirement plan has an undivided interest in the Master Trust. At December 31, 1999 and June 30, 1999, the Plan's interest in the net assets of the Master Trust was approximately 3%. Investment income and expenses are allocated to the Plan based upon its pro rata share in the net assets of the Master Trust.

The following table presents the fair value of investments in the Master Trust:

<TABLE>
<CAPTION>

	DECEMBER 31, 1999	JUNE 30, 1999

<S>	<C>	<C>
Investments at fair value:		
PNC Balanced Profile Fund	\$10,769,799	\$8,197,084
PNC Aggressive Profile Fund	258,150,112	234,294,096
PNC Conservative Profile Fund	3,825,578	3,200,009
BlackRock Money Market Portfolio	69,672,280	73,852,185
BlackRock Large Cap Value Equity Portfolio	9,972,207	8,262,453
BlackRock Index Equity Portfolio	48,695,782	39,303,946
BlackRock Small Cap Value Equity Portfolio	3,023,188	2,826,162
BlackRock International Equity Portfolio	3,998,410	1,892,505
BlackRock Small Cap Growth Equity Portfolio	11,261,458	4,189,205
BlackRock Core Bond Portfolio	57,376,399	62,258,512

	\$476,745,213	\$438,276,157
	=====	

</TABLE>

-29-

PNC Retirement Savings Plan

Notes to Financial Statements (continued)

4. INVESTMENTS (CONTINUED)

The following table presents income recorded by the Master Trust for the six-month period ended December 31, 1999 and the year ended June 30, 1999:

<TABLE>
<CAPTION>

	SIX-MONTH PERIOD ENDED DECEMBER 31, 1999	YEAR ENDED JUNE 30, 1999

<S>	<C>	<C>
Net appreciation (depreciation) in fair value of investments:		
PNC Balanced Profile Fund	\$897,960	\$624,180
PNC Aggressive Profile Fund	31,899,339	28,587,957
PNC Conservative Profile Fund	163,903	129,809
BlackRock Large Cap Value Equity Portfolio	(1,597,019)	813,124
BlackRock Index Equity Portfolio	3,248,375	4,354,541
BlackRock Small Cap Value Equity Portfolio	(155,321)	167,711
BlackRock International Equity Portfolio	258,572	111,748
BlackRock Small Cap Growth Equity Portfolio	2,603,585	585,121
BlackRock Core Bond Portfolio	(1,689,638)	(3,337,855)

	35,629,756	32,036,336
Interest and dividend income	5,503,754	11,006,536

	\$41,133,510	\$43,042,872
	=====	

</TABLE>

NONPARTICIPANT-DIRECTED INVESTMENTS

Information about the net assets and the significant components of the changes in net assets relating to the nonparticipant-directed investments is as follows:

<TABLE>
<CAPTION>

	DECEMBER 31, 1999	JUNE 30, 1999

<S>	<C>	<C>
Net assets:		
The PNC Financial Services Group, Inc. common stock	\$14,164,125	\$14,901,614
Employer matching contribution	1,921,934	4,471,071

Net assets available for benefits	\$16,086,059	\$19,372,685
	=====	

</TABLE>

PNC Retirement Savings Plan

Notes to Financial Statements (continued)

4. INVESTMENTS (CONTINUED)

NONPARTICIPANT-DIRECTED INVESTMENTS (CONTINUED)

<TABLE>
<CAPTION>

	SIX-MONTH PERIOD ENDED DECEMBER 31, 1999	YEAR ENDED JUNE 30, 1999
<S>	<C>	<C>
Net assets available for benefits at beginning of period	\$19,372,685	\$14,270,357
Contributions	2,365,440	5,745,836
Interest and dividends	263,035	446,369
Net realized and unrealized appreciation	(4,082,528)	771,392
Transfers from participant-directed investments	(986,657)	(384,255)
Payments to participants or beneficiaries	(821,917)	(1,456,948)
Administrative expense	(23,999)	(20,066)
Net assets available for benefits at end of period	\$16,086,059	\$19,372,685

</TABLE>

5. INCOME TAX STATUS

The Plan has received a determination letter from the Internal Revenue Service dated May 28, 1998, stating that the Plan is qualified under Section 401(a) of the Internal Revenue Code ("the Code") and, therefore, the related trust is exempt from taxation. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualification. The Plan has been amended since the date of the determination letter. The Plan administrator believes that the Plan is being operated in compliance with the applicable requirements of the Code and, therefore, believes that the Plan is qualified and the related trust is tax-exempt.

6. SUBSEQUENT EVENTS

Effective January 1, 2000, the Employer Matching Contribution will be made as of each pay period rather than annually and the Employer Basic Contribution will change from 2% of the participant's base compensation, as defined in the Plan, to 1-1/2%.

Schedules

December 31, 1999

<TABLE>
<CAPTION>

IDENTITY OF ISSUE, BORROWER, OR SIMILAR ENTITY	DESCRIPTION OF INVESTMENT	COST	FAIR VALUE

<S>	<C>	<C>	<C>
Common Stock -----			
*The PNC Financial Services Group, Inc.	318,295 shares	\$11,910,408	\$14,164,125
Participant Loans -----			
Installment loans	6% to 11.5%	--	1,731,292

</TABLE>

*Party-in-interest

-33-

PNC Retirement Savings Plan
Plan 003
EIN 25-1674164

Schedule H, Line 4j--Schedule of Reportable Transactions

Six-month period ended December 31, 1999

<TABLE>
<CAPTION>

NET DESCRIPTION OF ASSET	PURCHASE PRICE	SELLING PRICE	COST OF ASSET	CURRENT VALUE OF ASSET ON TRANSACTION DATE

<S>	<C>	<C>	<C>	<C>
Category (i)--Individual transaction in excess of 5% -----				
The PNC Financial Services Group, Inc. Common Stock 62,692 shares	\$3,448,051		\$3,448,051	\$3,448,051
Category (iii)--Series of securities transactions -----				
The PNC Financial Services Group, Inc. Common Stock 87,290 shares 26,590 shares \$(198,764)	4,736,203	\$1,391,163	4,736,203 1,589,927	4,736,203 1,391,163

</TABLE>

There were no category (ii) or (iv) reportable transactions during the six-month period ended December 31, 1999.

-34-

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, The PNC Financial Services Group, Inc. has duly caused this Amendment No. 1 to the 1999 Form 10-K to be signed on its behalf by the undersigned, thereunto duly authorized.

THE PNC FINANCIAL SERVICES GROUP, INC.
(Registrant)

By /s/ Robert L. Haunschild

 Robert L. Haunschild
 Senior Vice President and
 Chief Financial Officer

Date: June 27, 2000

-35-
 EXHIBIT INDEX

<TABLE> <CAPTION> Exhibit No.	Description	Method of Filing +
<S> 3.1 Exhibit 3.1 Report on Form December 31, 1999	<C> Articles of Incorporation of the Corporation, as amended and restated as of March 14, 2000.	<C> Incorporated herein by reference to of the Corporation's Annual 10-K for the year ended ("1999 Form 10-K").
3.2 Exhibit Current Report on 1998.	By-Laws of the Corporation, as amended.	Incorporated herein by reference to 99.2 of the Corporation's Form 8-K dated January 15,
4.1	There are no instruments with respect to long-term debt of the Corporation and its subsidiaries that involve securities authorized under the instrument in an amount exceeding 10 percent of the total assets of the Corporation and its subsidiaries on a consolidated basis. The Corporation agrees to provide the SEC with a copy of instruments defining the rights of holders of long-term debt of the Corporation and its subsidiaries upon request.	
4.2 Exhibit 3.1	Terms of \$1.80 Cumulative Convertible Preferred Stock, Series A.	Incorporated herein by reference to of the 1999 Form 10-K.
4.3 Exhibit 3.1	Terms of \$1.80 Cumulative Convertible Preferred Stock, Series B.	Incorporated herein by reference to of the 1999 Form 10-K.
4.4 Exhibit 3.1	Terms of \$1.60 Cumulative Convertible Preferred Stock, Series C.	Incorporated herein by reference to of the 1999 Form 10-K.
4.5 Exhibit 3.1	Terms of \$1.80 Cumulative Convertible Preferred Stock, Series D.	Incorporated herein by reference to of the 1999 Form 10-K.
4.6 Exhibit 3.1	Terms of Fixed/Adjustable Rate Noncumulative Preferred Stock, Series F.	Incorporated herein by reference to of the 1999 Form 10-K.
10.1 Exhibit	The Corporation's Supplemental Executive Retirement Plan, as amended as of January 1, 1999.	Incorporated herein by reference to 10.1 of the 1999 Form 10-K. *
10.2 Exhibit	The Corporation's ERISA Excess Pension Plan, as amended as of January 1, 1999.	Incorporated herein by reference to 10.2 of the 1999 Form 10-K. *
10.3 Exhibit	The Corporation's Key Executive Equity Program, as amended as of January 1, 1999.	Incorporated herein by reference to 10.3 of the 1999 Form 10-K. *
10.4 Exhibit	The Corporation's Supplemental Incentive Savings Plan, as amended as of January 1, 1999.	Incorporated herein by reference to 10.4 of the 1999 Form 10-K. *
10.5 Exhibit 4.3 No. 1 to the Statement No. the SEC on	The Corporation's 1997 Long-Term Incentive Award Plan.	Incorporated herein by reference to to Post-Effective Amendment Corporation's Registration 33-54960 on Form S-8 filed with April 25, 1997.*
10.6 Exhibit Annual Report on	Form of Nonstatutory Stock Option Agreement under 1997 Award Plan.	Incorporated herein by reference to 10.6 of the Corporation's Form 10-K for the year ended

December 31,

10.7 Form of Nonstatutory Stock Option Agreement under 1997 Award
Exhibit Plan for options granted on or after February 17, 1999.
Report on

December 31,

10.8 Form of Addendum to Nonstatutory Stock Option Agreement
Exhibit relating to Reload Nonstatutory Stock Options.

Form 10-K. *
10.9 Form of Reload Nonstatutory Stock Option Agreement.
Exhibit

Form 10-K. *
</TABLE>

-36-

<TABLE>

<S> <C>
10.10 The Corporation's 1996 Executive Incentive Award Plan.
Exhibit 10.2

Report on Form

September 30, 1996. *

10.11 PNC Bank Corp. and Affiliates Deferred Compensation Plan, as
Exhibit 10.11 amended as of January 1, 1999.

10.12 Form of Change in Control Severance Agreement.
Exhibit 10.17

Report on Form 10-K

1996 ("1996

10.13 1992 Director Share Incentive Plan.
to Exhibit 10.13

10.14 The Corporation's Directors Deferred Compensation Plan.
Exhibit 10.1

Report on Form

September 30, 1996. *

10.15 The Corporation's Outside Directors Deferred Stock Unit Plan
Exhibit 10.15

10.16 Amended and Restated Trust Agreement between the Corporation,
Exhibit 10.18 as Settlor, and Hershey Trust Company, as successor
10-K. *

Trustee to NationsBank, N.A., Trustee.

12.1 Computation of Ratio of Earnings to Fixed Charges.
Exhibit 12.1

12.2 Computation of Ratio of Earnings to Fixed Charges and
Exhibit 12.2

Preferred Dividends.

13 Excerpts from the Corporation's Annual Report to Shareholders
Exhibit 13 of for the year ended December 31, 1999. Such Annual Report,
except for the portions thereof that are expressly
incorporated by reference in the 1999 Form 10-K, is
furnished for information of the SEC only and is not
deemed to be "filed" as part of the 1999 Form 10-K.

21 Schedule of Certain Subsidiaries of the Corporation.
Exhibit 21 of

23 Consent of Ernst & Young LLP, independent auditors for the
Exhibit 23 of Corporation.

23.1 Consent of Ernst & Young LLP, independent auditors for the
Corporation

24 Powers of Attorney.
Exhibit 24 of

27 Financial Data Schedule.
Exhibit 27 of

</TABLE>

1997 ("1997 Form 10-K"). *
Incorporated herein by reference to
10.8 of the Corporation's Annual
Form 10-K for the year ended

1998. *
Incorporated herein by reference to
10.8 of the Corporation's 1997

Incorporated herein by reference to
10.9 of the Corporation's 1997

<C>
Incorporated herein by reference to
of the Corporation's Quarterly
10-Q for the quarter ended

Incorporated herein by reference to
of the 1999 Form 10-K. *
Incorporated herein by reference to
of the Corporation's Annual
for the year ended December 31,

Form 10-K"). *
Incorporated herein by reference
of the 1999 Form 10-K. *
Incorporated herein by reference to

of the Corporation's Quarterly
10-Q for the Quarter ended

Incorporated herein by reference to
of the 1999 Form 10-K. *
Incorporated herein by reference to
of the Corporation's 1996 Form

Incorporated herein by reference to
of the 1999 Form 10-K.
Incorporated herein by reference to
of the 1999 Form 10-K.

Incorporated herein by reference to
the 1999 Form 10-K.

Incorporated herein by reference to
the 1999 Form 10-K.

Incorporated herein by reference to
the 1999 Form 10-K.
Filed herewith.

Incorporated herein by reference to
the 1999 Form 10-K.
Incorporated herein by reference to
the 1999 Form 10-K.

+ Incorporated document references to filings by the Corporation are to SEC
File No. 1-9718.

* Denotes management contract or compensatory plan.

CONSENT OF INDEPENDENT AUDITORS

We consent to the incorporation by reference in the Registration Statement (Form S-8 No. 33-25140) pertaining to The PNC Financial Services Group, Inc. Incentive Savings Plan and in the Registration Statement (Form S-8 No. 333-03901) pertaining to the PNC Retirement Savings Plan, respectively, of our reports dated June 2, 2000 with respect to the financial statements and schedules of The PNC Financial Services Group, Inc. Incentive Savings Plan and the PNC Retirement Savings Plan, respectively, all of which are included in this Annual Report on Form 10-K/A (Amendment No. 1) for the year ended December 31, 1999.

/s/ Ernst & Young LLP

June 27, 2000
Pittsburgh, Pennsylvania