

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)

25-1435979
(IRS Employer Identification No.)

One PNC Plaza
249 Fifth Avenue
Pittsburgh, Pennsylvania 15222-2707
(412) 762-1553
(Address, including zip code, and telephone number, including area
code, of registrant's principal executive offices)

THE PNC FINANCIAL SERVICES GROUP, INC.
SUPPLEMENTAL INCENTIVE SAVINGS PLAN
THE PNC FINANCIAL SERVICES GROUP, INC.
AND AFFILIATES DEFERRED COMPENSATION PLAN
(Full title of the plans)

Walter E. Gregg, Jr.
Vice Chairman
The PNC Financial Services Group, Inc.
One PNC Plaza
249 Fifth Avenue
Pittsburgh, Pennsylvania 15222-2707
(412) 762-2281
(Name, address, including zip code, and telephone number,
including area code, of agent for service)

Copy to:
Steven Kaplan, Esq.
Arnold & Porter
555 Twelfth Street, N.W.
Washington, D.C. 20004
(202) 942-5000

Calculation of Registration Fee

<TABLE>
<CAPTION>

Title of securities to be registered	Amount to be registered (1) (2)	Proposed maximum offering price per share	Proposed maximum aggregate offering price (1)	Amount of registration fee
<S>	<C>	<C>	<C>	<C>
Deferred Compensation Obligations (3)	\$50,000,000	N/A	\$50,000,000	\$12,500
Deferred Compensation Obligations (4)	\$67,000,000	N/A	\$67,000,000	\$16,750
Total Registration Fee				\$29,250

</TABLE>

- (1) Estimated solely for the purpose of calculating the registration fee pursuant to Securities Act of 1933, as amended (the "Securities Act"), Rule 457(h).
- (2) In addition, pursuant to Rule 416(c) under the Securities Act, this Registration Statement also covers an indeterminate amount of interests to be offered or sold pursuant to the employee benefit plan(s) described herein.

- (3) The Deferred Compensation Obligations are unsecured obligations of The PNC Financial Services Group, Inc. to pay deferred compensation in the future in accordance with the terms of The PNC Financial Services Group, Inc. Supplemental Incentive Savings Plan.
- (4) The Deferred Compensation Obligations are unsecured obligations of The PNC Financial Services Group, Inc. to pay deferred compensation in the future in accordance with the terms of The PNC Financial Services Group, Inc. and Affiliates Deferred Compensation Plan.

INTRODUCTION

The PNC Financial Services Group, Inc. (the "Registrant") is filing this Registration Statement because of the uncertainty as to whether the Deferred Compensation Obligations would or should be considered "securities" or be subject to registration under the Securities Act. The filing of this Registration Statement is not an admission by the Registrant that the Deferred Compensation Obligations are securities or are subject to the registration requirements of the Securities Act.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

The purpose of this Registration Statement is to register an additional \$50,000,000 of Deferred Compensation Obligations in The PNC Financial Services Group, Inc. Supplemental Incentive Savings Plan, an additional \$67,000,000 of Deferred Compensation Obligations in The PNC Financial Services Group, Inc. and Affiliates Deferred Compensation Plan, and an indeterminate amount of interests to be offered or sold pursuant to the employee benefit plan(s) described herein. Pursuant to General Instruction E to Form S-8, except as set forth below, the contents of Registration Statement No. 333-18069 are incorporated herein by reference.

ITEM 8. EXHIBITS

- Exhibit 4.1 The PNC Financial Services Group, Inc. Supplemental Incentive Savings Plan, incorporated by reference from Exhibit 10.4 to the Corporation's Annual Report on Form 10-K for the year ended December 31, 1999. (File No. 1-9718).
- Exhibit 4.2 The PNC Financial Services Group, Inc. and Affiliates Deferred Compensation Plan, incorporated by reference from Exhibit 10.11 to the Corporation's Annual Report on Form 10-K for the year ended December 31, 1999.
- Exhibit 5 Opinion of Henry Howarth III, Senior Counsel, The PNC Financial Services Group, Inc., filed herewith.
- Exhibit 23.1 Consent of Henry Howarth III, Senior Counsel, The PNC Financial Services Group, Inc., included in the opinion filed as Exhibit 5 hereto.
- Exhibit 23.2 Consent of Ernst & Young, LLP, filed herewith.
- Exhibit 24 Powers of Attorney, filed herewith.

-2-

SIGNATURES

The Registrant. Pursuant to the requirements of the Securities Act, 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 Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Pittsburgh, Commonwealth of Pennsylvania, on July 13th, 2001.

THE PNC FINANCIAL SERVICES GROUP, INC.

(Registrant)

By: /s/ Robert L. Haunschild

(Signature and Title)
Robert L. Haunschild,
Senior Vice President and
Chief Financial Officer

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

<TABLE>	<CAPTION>		
<S>	SIGNATURE	TITLE	DATE
*	-----	<C>	<C>
	James E. Rohr	Chairman, President, Chief Executive Officer and Director (Principal Executive Officer)	July 5, 2001
	/s/ Robert L. Haunschild	Senior Vice President and Chief Financial Officer (Principal Financial Officer)	July 13, 2001

	Robert L. Haunschild	Controller	July 5, 2001
*	-----	(Principal Accounting Officer)	
	Samuel R. Patterson		

-3-

<TABLE>	<CAPTION>		
<S>	SIGNATURE	TITLE	DATE
*	-----	<C>	<C>
	Walter E. Gregg, Jr.	Vice Chairman and Director	July 5, 2001
*	-----	Director	July 5, 2001
	Paul W. Chellgren		
*	-----	Director	July 5, 2001
	Robert N. Clay		
*	-----	Director	July 5, 2001
	George A. Davidson, Jr.		
*	-----	Director	July 5, 2001
	David F. Girard-diCarlo		
*	-----	Director	July 5, 2001
	William R. Johnson		

* ----- Bruce C. Lindsay	Director	July 5, 2001
* ----- W. Craig McClelland	Director	July 5, 2001
* ----- Thomas H. O'Brien </TABLE>	Director	July 5, 2001

-4-

<TABLE>
<CAPTION>

SIGNATURE	TITLE	DATE
<S> * ----- Jane G. Pepper	<C> Director	<C> July 5, 2001

* ----- Lorene K. Steffes	Director	July 5, 2001
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* ----- Thomas J. Usher	Director	July 5, 2001
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* ----- Milton A. Washington	Director	July 5, 2001
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* ----- Helge H. Wehmeier	Director	July 5, 2001
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*By: /s/ Thomas R. Moore

Thomas R. Moore, Attorney-in-Fact,
pursuant to Powers of Attorney filed
herewith
</TABLE>

-5-

The Plan. Pursuant to the requirements of the Securities Act, the trustees (or other persons who administer the employee benefits plan) 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 this July 13th, 2001.

INCENTIVE SAVINGS PLAN
(Plan)

By: /s/ James S. Gehlke

(Signature and Title)
James S. Gehlke,
Plan Manager/Administrator

-6-

The Plan. Pursuant to the requirements of the Securities Act, the trustees (or other persons who administer the employee benefits plan) 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 this July 13th, 2001.

THE PNC FINANCIAL SERVICES
GROUP, INC. AND AFFILIATES
DEFERRED COMPENSATION PLAN
(Plan)

By: /s/ James S. Gehlke

(Signature and Title)
James S. Gehlke,
Plan Manager/Administrator

-7-

INDEX TO EXHIBITS

- | | |
|--------------|--|
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| Exhibit 4.2 | The PNC Financial Services Group, Inc. and Affiliates Deferred Compensation Plan, incorporated by reference from Exhibit 10.11 to the Corporation's Annual Report on Form 10-K for the year ended December 31, 1999. |
| Exhibit 5 | Opinion of Henry Howarth III, Senior Counsel, The PNC Financial Services Group, Inc., filed herewith. |
| Exhibit 23.1 | Consent of Henry Howarth III, Senior Counsel, The PNC Financial Services Group, Inc., included in the opinion filed as Exhibit 5 hereto. |
| Exhibit 23.2 | Consent of Ernst & Young, LLP, filed herewith. |
| Exhibit 24 | Powers of Attorney, filed herewith. |

July 13, 2001

The PNC Financial Services Group, Inc.
One PNC Plaza
249 Fifth Avenue
Pittsburgh, Pennsylvania 15222-2707

Ladies and Gentlemen:

This opinion is being submitted in connection with a Registration Statement on Form S-8 ("Registration Statement") of The PNC Financial Services Group, Inc. (the "Corporation") being filed with the Securities and Exchange Commission under the Securities Act of 1933, as amended, related to the registration of \$50,000,000 of deferred compensation obligations (the "Deferred Compensation Obligations") and an indeterminate amount of interests of participation offered pursuant to The PNC Financial Services Group, Inc. Supplemental Incentive Savings Plan, as amended (the "Supplemental Incentive Savings Plan"), and \$67,000,000 of Deferred Compensation Obligations and an indeterminate amount of interests of participation offered pursuant to The PNC Financial Services Group, Inc. and Affiliates Deferred Compensation Plan (the "Deferred Compensation Plan").

I am Senior Counsel to the Corporation, and in such capacity, I have been requested to furnish an opinion to be included as Exhibit 5 to the Registration Statement. In conjunction with the furnishing of this opinion, I have examined the Corporation's Articles of Incorporation and By-laws, each as amended to date, the Registration Statement, the Supplemental Incentive Savings Plan, and the Deferred Compensation Plan, and have made such investigation of matters of fact and law and have examined such other corporate documents as I have deemed necessary to render this opinion.

In making such examination and rendering the opinion set forth below, I have assumed: (i) the genuineness and authenticity of all signatures on original documents; (ii) the authenticity of all documents submitted to me as originals; and (iii) the conformity of all certified, telecopied, photostated or reproduced copies of documents submitted to me to the original documents, and the authenticity of all the original documents.

I am admitted to practice law in the Commonwealth of Pennsylvania and do not purport to be an expert on or to express any opinion on any laws other than the laws of the Commonwealth of Pennsylvania. This opinion speaks as of today's date and is limited to present statutes, regulations and judicial interpretations. In rendering such opinion, I assume no obligation to revise or supplement this opinion should the present laws be changed by legislative or regulatory action, judicial decision or otherwise or

should either or both of the Supplemental Incentive Savings Plan and the Deferred Compensation Plan be amended, modified, or terminated in accordance with their terms.

Based on the foregoing, I am of the opinion that:

(i) the Deferred Compensation Obligations, when issued by the Corporation in the manner provided pursuant to the Supplemental Incentive Savings Plan, will be valid and binding obligations of the Corporation, enforceable against the Corporation in accordance with the terms of the Supplemental Incentive Savings Plan, subject, as to enforcement, to (x) bankruptcy, insolvency, reorganization, readjustment of debt, arrangement, moratorium, fraudulent conveyance and other laws of general applicability relating to or affecting creditor's rights generally, and (y) general principles of equity, whether such enforcement is considered in a proceeding at equity or at law; and

(ii) the Deferred Compensation Obligations, when issued by the Corporation in the manner provided pursuant to the Deferred Compensation Plan, will be valid and binding obligations of the Corporation, enforceable against the Corporation in accordance with the terms of the Deferred Compensation Plan, subject, as to enforcement, to (x) bankruptcy, insolvency, reorganization, readjustment of debt, arrangement, moratorium, fraudulent conveyance and other laws of general applicability relating to or affecting creditor's rights generally, and (y) general principles of equity, whether such

enforcement is considered in a proceeding at equity or at law.

I consent to the filing of this opinion as Exhibit 5 to the
Registration Statement.

Very truly yours,

/s/ Henry Howarth III

Henry Howarth III
Senior Counsel, Corporate Employee Benefits
The PNC Financial Services Group, Inc.

CONSENT OF INDEPENDENT AUDITORS

We consent to the incorporation by reference in the Registration Statement (Form S-8 No. _____), pertaining to The PNC Financial Services Group, Inc. Supplemental Incentive Savings Plan and The PNC Financial Services Group, Inc. and Affiliates Deferred Compensation Plan, of our report dated January 31, 2001, with respect to the consolidated financial statements of The PNC Financial Services Group, Inc. and subsidiaries incorporated by reference in its Annual Report on Form 10-K for the year ended December 31, 2000, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

July 9, 2001
Pittsburgh, Pennsylvania

POWER OF ATTORNEY

THE PNC FINANCIAL SERVICES GROUP, INC.
 AND AFFILIATES DEFERRED COMPENSATION PLAN
 SUPPLEMENTAL INCENTIVE SAVINGS PLAN

REGISTRATION STATEMENTS

Each of the undersigned directors and/or officers of The PNC Financial Services Group, Inc. ("PNC"), a Pennsylvania corporation, hereby names, constitutes and appoints Walter E. Gregg, Jr., Karen M. Barrett and Thomas R. Moore, 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 registration of deferred obligations in and interests of participation pursuant to the above-referenced plans, and any successor plan or plans, and any and all amendments (including post-effective amendments) to such registration statements, and any subsequent registration statements filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended, 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 this 5th day of July, 2001.

Name/Signature - -----	Capacity -----
/s/ James E. Rohr - ----- James E. Rohr	Chairman, President, Chief Executive Officer and Director
/s/ Paul W. Chellgren - ----- Paul W. Chellgren	Director
/s/ Robert N. Clay - ----- Robert N. Clay	Director
/s/ George A. Davidson, Jr. - ----- George A. Davidson, Jr.	Director
/s/ David F. Girard-diCarlo - ----- David F. Girard-diCarlo	Director
/s/ Walter E. Gregg, Jr. - ----- Walter E. Gregg, Jr.	Vice Chairman and Director

/s/ Robert L. Haunschild ----- Robert L. Haunschild	Senior Vice President and Chief Financial Officer
/s/ William R. Johnson ----- William R. Johnson	Director
/s/ Bruce C. Lindsay ----- Bruce C. Lindsay	Director
/s/ W. Craig McClelland ----- W. Craig McClelland	Director
Name/Signature -----	Capacity -----
/s/ Thomas H. O'Brien ----- Thomas H. O'Brien	Director
/s/ Samuel R. Patterson ----- Samuel R. Patterson	Controller (Principal Accounting Officer)
/s/ Jane G. Pepper ----- Jane G. Pepper	Director
/s/ Jackson H. Randolph ----- Jackson H. Randolph	Director
/s/ Roderic H. Ross ----- Roderic H. Ross	Director
/s/ Lorene K. Steffes ----- Lorene K. Steffes	Director
/s/ Thomas J. Usher ----- Thomas J. Usher	Director
/s/ Milton A. Washington ----- Milton A. Washington	Director
/s/ Helge H. Wehmeier ----- Helge H. Wehmeier	Director