

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 25-1435979
(State or other jurisdiction of (IRS Employer Identification No.)
incorporation or organization)

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. INCENTIVE SAVINGS PLAN
PNC RETIREMENT SAVINGS 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>
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Title of securities to be registered	Amount to be registered (1) (2)	Proposed maximum offering price per share (3)	Proposed maximum aggregate offering price (3)	Amount of registration fee
<S> Common Stock, \$5.00 Par Value (4)	<C> 5,000,000 (5)	<C> \$62.47	<C> \$312,350,000	<C> \$78,087.50

</TABLE>

- (1) In addition, pursuant to Rule 416(c) under the Securities Act of 1933, as amended (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.
- (2) Pursuant to Rule 416 under the Securities Act, this Registration Statement also covers any additional securities which may become issuable pursuant to stock splits, stock dividends or similar transactions, without the need for any post-effective amendment.
- (3) Estimated solely for the purpose of determining the registration fee in accordance with Rule 457(h). Calculated on the basis of the average of the high and low sale prices of the Registrant's Common Stock as reported on July 11, 2001 on the New York Stock Exchange, which date is within 5 business days prior to the date of the filing of this

Registration Statement.

- (4) Each share of Common Stock includes a Preferred Share Purchase Right pursuant to the Registrant's Rights Agreement.
- (5) This Registration Statement also relates to the shares registered under Form S-8 Registration Statement No. 33-25140, and Post-Effective Amendment No. 1 thereto, and to the shares registered under Form S-8 Registration Statement No. 333-03901. Shares issuable under The PNC Financial Services Group, Inc. Incentive Savings Plan and under the PNC Retirement Savings Plan have been previously registered under the Securities Act, of which 758,384 are being carried forward pursuant to this Registration Statement.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

The purpose of this Registration Statement is to register an additional 5,000,000 shares of Common Stock for issuance pursuant to The PNC Financial Services Group, Inc. Incentive Savings Plan and the PNC Retirement Savings 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. 33-25140, and Post-Effective Amendment No. 1 thereto, are incorporated herein by reference.

ITEM 8. EXHIBITS

- Exhibit 4.1 Articles of Incorporation of the Corporation, as amended and restated as of April 24, 2001, incorporated by reference from Exhibit 3.1 to the Corporation's Quarterly Report on Form 10-Q for the quarter ended March 31, 2001. (File No. 1-9718).
- Exhibit 4.2 By-Laws of the Corporation, as amended, incorporated by reference from Exhibit 3.2 of the Corporation's Quarterly Report on Form 10-Q for the quarter ended March 31, 2000.
- Exhibit 4.3 Rights Agreement, dated as of May 15, 2000, between the Corporation and The Chase Manhattan Bank, which includes the form of Right Certificate as Exhibit B and the Summary of Rights to Purchase Preferred Shares as Exhibit C, incorporated by reference from Exhibit 1 to the Corporation's Report on Form 8-A filed May 23, 2000.
- Exhibit 5.1* Determination Letter of the Internal Revenue Service, dated June 21, 1995, with respect to the Corporation's Incentive Savings Plan.
- Exhibit 5.2 Determination Letter of the Internal Revenue Service, dated May 28, 1998, with respect to the PNC Retirement Savings Plan, filed herewith.
- Exhibit 23 Consent of Ernst & Young, LLP, filed herewith.
- Exhibit 24 Powers of Attorney, filed herewith.

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* Previously filed

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

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<TABLE>
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SIGNATURE	TITLE	DATE
<S> * ----- Walter E. Gregg, Jr.	<C> Vice Chairman and Director	<C> 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	Director	July 5, 2001
* ----- Bruce C. Lindsay	Director	July 5, 2001

* _____ Director July 5, 2001
- _____
W. Craig McClelland

* _____ Director July 5, 2001
- _____
Thomas H. O'Brien

</TABLE>

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<TABLE>
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SIGNATURE

TITLE

DATE

<S>

<C>

<C>

* _____ Director July 5, 2001
- _____
Jane G. Pepper

* _____ Director July 5, 2001
- _____
Lorene K. Steffes

* _____ Director July 5, 2001
- _____
Thomas J. Usher

* _____ Director July 5, 2001
- _____
Milton A. Washington

* _____ Director July 5, 2001
- _____
Helge H. Wehmeier

*By: /s/ Thomas R. Moore

Thomas R. Moore, Attorney-in-Fact,
pursuant to Powers of Attorney filed
herewith

</TABLE>

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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. INCENTIVE SAVINGS PLAN
(Plan)

By: /s/ James S. Gehlke

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

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.

PNC RETIREMENT SAVINGS PLAN
(Plan)

By: /s/ James S. Gehlke

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

INDEX TO EXHIBITS

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- - - - -

* Previously filed

DEPARTMENT OF THE TREASURY

INTERNAL REVENUE SERVICE
DISTRICT DIRECTOR
P.O. BOX 2508
CINCINNATI, OH 45201

Date: MAY 28, 1998

PNC BANK CORP.	Employer Identification Number: 25-1674164
C/O MICHAEL E. LLOYD, ESQ.	DLN: 17007266185007
ECKERT SEAMANS CHERIN & MELIOT	Person to Contact: CINDY PERRY
600 GRANT STREET 42ND FLOOR	Contact Telephone Number: (513) 241-5199
PITTSBURGH, PA 15219	Plan Name: PNC RETIREMENT SAVINGS PLAN
	Plan Number: 003

Dear Applicant:

We have made a favorable determination on your plan, identified above, based on the information supplied. Please keep this letter in your permanent records.

Continued qualification of the plan under its present form will depend on its effect in operation. (See section 1.401-1(b) (3) of the Income Tax Regulations.) We will review the status of the plan in operation periodically.

The enclosed document explains the significance of this favorable determination letter, points out some events that may affect the qualified status of your employee retirement plan, and provides information on the reporting requirements for your plan. It also describes some events that automatically nullify it. It is very important that you read the publication.

This letter relates only to the status of your plan under the Internal Revenue Code. It is not a determination regarding the effect of other federal or local statutes.

This determination is subject to your adoption of the proposed amendments submitted in your letter dated 5/6/98 & 4/7/98. The proposed amendments should be adopted on or before the date prescribed by the regulations under Code section 401(b).

This determination letter is applicable for the plan adopted on 5/16/96.

This plan has been mandatorily disaggregated, permissively aggregated, or restructured to satisfy the nondiscrimination requirements.

This plan satisfies the nondiscrimination in amount requirement of section 1.401(a) (4)-1(b) (2) of the regulations on the basis of a design-based safe harbor described in the regulations.

This plan satisfies the nondiscriminatory current availability requirements of section 1.401(a) (4)-4(b) of the regulations with respect to those benefits, rights, and features that are currently available to all employees in the plan's coverage group. For this purpose, the plan's coverage group consists of those employees treated as currently benefitting for purposes of demonstrating that the plan satisfies the minimum coverage requirements of section 410(b) of the Code.

Based on the information supplied, we have determined that your plan meets the requirements of section 401(k) of the Internal Revenue Code.

This letter considers the amendments required by the Tax Reform of 1986, except as otherwise specified in this letter.

Except as otherwise specified, this letter may not be relied upon with respect to whether the plan satisfies the qualification requirements made by the Uruguay Round Agreements Act (GATT) Pub. L. 103-465, the Taxpayer Relief Act of 1997 Pub. L. 105-34, and the changes in the qualification requirements of the Small Business Job Protection Act of 1996 Pub. L. 104-188 other than the requirements of Code section 401(a) (26).

The information on the enclosed Publication 794 is an integral part of this determination. Please be sure to read and keep it with this letter.

The requirement for employee benefits plans to file summary plan descriptions (SPD) with the U.S. Department of Labor was eliminated effective August 5, 1997. For more details, call 1-800-998-7542 for a free copy of the SPD card.

We have sent a copy of this letter to your representative as indicated in the power of attorney.

If you have questions concerning this matter, please contact the person whose name and telephone number are shown above.

Sincerely yours,

/s/ Paul M. Harrington
District Director

Enclosures:
Publication 794
Reporting & Disclosure Guide
for Employee Benefit Plans

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. Incentive Savings Plan and the PNC Retirement Savings Plan, of our reports (a) 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, (b) dated May 24, 2001, with respect to the financial statements and schedules of The PNC Financial Services Group, Inc. Incentive Savings Plan included in its Annual Report on Form 11-K for the fiscal year ended December 31, 2000, and (c) dated May 24, 2001, with respect to the financial statements and schedules of the PNC Retirement Savings Plan included in its Annual Report on Form 11-K for the fiscal 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.
 INCENTIVE SAVINGS PLAN
 PNC RETIREMENT 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) and post-effective amendments to existing Registration Statements on Form S-8 (or other appropriate form) to be filed for the offering or sale of shares of PNC common stock in connection with the above-referenced plans, and any successor plan or plans, and for the offering or sale of interests of participation pursuant to such 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

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