

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

FORM 8-K

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

NOVEMBER 23, 1994

Date of Report (Date of earliest event reported)

PNC BANK CORP.

(Exact name of registrant as specified in its charter)

PENNSYLVANIA	1-9718	25-1435979
(State or other jurisdiction of incorporation or organization)	(Commission File Number)	(I.R.S. Employer Identification No.)

ONE PNC PLAZA
FIFTH AVENUE AND WOOD STREET
PITTSBURGH, PENNSYLVANIA 15265
(Address of principal executive offices) (Zip Code)

(412) 762-3900
(Registrant's telephone number, including area code)

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

ITEM 5. OTHER EVENTS

On or about November 23, 1994, two purported class action lawsuits were commenced in the United States District Court for the Western District of Pennsylvania against PNC Bank Corp. (the "Corporation") and Thomas H. O'Brien (the Corporation's Chairman and Chief Executive Officer) and, in one case, Robert L. Haunschild (the Corporation's Senior Vice President and Chief Financial Officer), alleging purported violations of federal securities laws relating to disclosures regarding the Corporation's net interest income, interest rate risk, future prospects and related matters, and seeking, among other things, unquantified damages on behalf of purchasers of the Corporation's securities during specified portions of 1994. The Corporation believes there are meritorious defenses to these lawsuits and intends to defend them vigorously.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

PNC BANK CORP.
(Registrant)

Date: December 7, 1994

By ROBERT L. HAUNSCHILD

Robert L. Haunschild
Senior Vice President and
Chief Financial Officer

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