

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

JANUARY 6, 1995
DATE OF REPORT (DATE OF EARLIEST EVENT REPORTED)

COMMISSION FILE NUMBER 1-9718

PNC BANK CORP.

(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
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 January 6, 1995, PNC Bank Corp. issued a press release announcing certain actions, a copy of which is attached as Exhibit 99 and is incorporated herein by reference.

ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS

(c) Exhibits

The exhibit listed on the Exhibit Index on page 4 of this Form 8-K is filed herewith.

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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: January 6, 1995

By /s/ Robert L. Haunschild

Robert L. Haunschild
SENIOR VICE PRESIDENT AND
CHIEF FINANCIAL OFFICER

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EXHIBIT INDEX

99 Copy of the press release issued by the Corporation on January 6, 1995,
filed herewith.

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PNC BANK CORP. REDUCES INTEREST RATE SENSITIVITY
AND AUTHORIZES STOCK REPURCHASE

PITTSBURGH, Jan. 6, 1995--PNC Bank Corp. (NYSE: PNC) today announced actions taken in the fourth quarter of 1994 to continue to reduce the company's sensitivity to rising interest rates and to downsize its investment portfolio. In addition, the company announced it would record a charge reflecting initiatives to deliver consumer banking services more efficiently.

Actions taken during the quarter included:

- The purchase of interest rate caps and pay-fixed swaps with a combined notional value of \$10.5 billion, designed to mitigate the impact on net interest income of rising interest rates.
- The sale of approximately \$1.8 billion of fixed-rate securities from the available-for-sale portfolio, resulting in an after-tax loss of approximately \$79 million.
- Restructuring and other related charges of \$31 million after tax, principally to cover the cost of consolidating existing telephone banking centers and continued rationalization of the branch network.

The company estimates earnings for 1994 of approximately \$610 million, or \$2.56 per fully diluted share. The return on average assets and return on common shareholders' equity are anticipated to be approximately 1 percent and 14 percent, respectively.

Thomas H. O'Brien, chairman and chief executive officer, said "The actions we have taken are part of a continuing plan to reduce PNC Bank's interest sensitivity and align our balance sheet with our business strategies. As a result, we have eliminated the company's liability sensitivity at one year and mitigated the impact of significantly higher interest rates on net interest income."

The company also announced that its board of directors has authorized the repurchase of up to 24 million common shares in open market or privately negotiated transactions over the next two years. The company has already purchased 2.8 million shares under prior authorization. There were approximately 236 million fully diluted common shares outstanding at Dec. 31, 1994. The share repurchases would be accompanied by a reduction in PNC Bank's investment portfolio as it matures. The investment portfolio was \$22.9 billion at Sept. 30, 1994, and is expected to decline to approximately \$17 billion at year-end 1995.

PNC Bank Corp., headquartered in Pittsburgh, is one of the largest banking organizations in the United States. It operates community banking offices across Pennsylvania, Delaware, Ohio, Kentucky and Indiana and mortgage offices in 31 states. PNC Bank's major businesses include consumer banking; mortgage banking; corporate banking; investment management and trust; mutual funds; and investment banking.