

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM S-8
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

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
(412) 762-1553
(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

PNC BANK CORP. EMPLOYEE STOCK PURCHASE PLAN
(Full title of the Plan)

WALTER E. GREGG, JR., ESQ.
EXECUTIVE VICE PRESIDENT
PNC BANK CORP.
ONE PNC PLAZA
FIFTH AVENUE AND WOOD STREET
PITTSBURGH, PENNSYLVANIA 15265
(412) 762-2281
(Name, address, including zip code, and telephone number, including area code, of agent for service)

APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO THE PUBLIC: From time to time after the effective date of this Registration Statement.

CALCULATION OF REGISTRATION FEE

<TABLE>
<CAPTION>

TITLE OF EACH CLASS OF SECURITIES TO BE REGISTERED REGISTRATION FEE	AMOUNT TO BE REGISTERED	PROPOSED MAXIMUM AGGREGATE PRICE PER SHARE*	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE*	AMOUNT OF
<S> Common Stock, par value \$5.00	<C> 1,149,074 shares	<C> \$25.8125	<C> \$29,660,472.00	<C> \$10,227.75

<FN>

* Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(c) on the basis of the average of the high and low reported sales prices of the registrant's Common Stock on the New York Stock Exchange on August 28, 1995.

</TABLE>

Pursuant to Rule 429 under the Securities Act the Prospectus to be used under this Registration Statement also applies to Registration Statement No. 2-83150. Pursuant to that Registration Statement, 48,939 shares of Common Stock remain available for issuance and a filing fee was previously paid with respect to such shares.

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE

The following documents filed by the Registrant with the Securities and Exchange Commission (the "Commission") under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), are hereby incorporated by reference in this Registration Statement: Annual Report on Form 10-K for the year ended December 31, 1994; Current Reports on Form 8-K dated as of April 17, 1995, July 10, 1995 (as amended) and July 20, 1995; Quarterly Reports on Form 10-Q for the quarterly periods ended March 31, 1995 and June 30, 1995; and the description of the Registrant's Common Stock set forth in response to Item 1 of the Registration Statement on Form 8-A of the Corporation filed pursuant to Section 12 of the Exchange Act, and any amendments or reports filed for the purpose of updating such description.

All documents subsequently filed by the Registrant after the effective date of this Registration Statement pursuant to Section 13(a), 13(c), 14 or 15(d) of the Exchange Act, prior to the filing of a post-effective amendment which indicates that all Common Stock offered hereby has been sold or which deregisters such Common Stock then remaining unsold shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of the filing of such documents. Any statement or information contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement or information contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement or information. Any such statement or information so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL

LEGAL OPINION

A legal opinion to the effect that the shares of Common Stock offered by the Registration Statement, upon their issuance or sale in accordance with the terms of the Plan shall be validly issued, fully paid and nonassessable has been rendered by William F. Strome, Senior Vice President, Deputy General Counsel and Corporate Secretary of the Corporation. As of August 31, 1995, Mr. Strome owned 2,093 shares of the Corporation's Common Stock and held options granted under the Corporation's incentive stock option plan covering 19,300 shares of the Corporation's Common Stock, 24,800 of which were exercisable.

EXPERTS

The consolidated financial statements of the Registrant and subsidiaries incorporated by reference in the Annual Report on Form 10-K of the Registrant for the year ended December 31, 1994, have been audited by Ernst & Young LLP, independent auditors, as set forth in their report thereon included therein and incorporated herein by reference. On July 10, 1995, the Registrant announced an Agreement and Plan of Reorganization with Midlantic Corporation ("Midlantic"). The consolidated financial statements of Midlantic and subsidiaries, included in the Annual Report on Form 10-K of Midlantic for the year

2

ended December 31, 1994 have been audited by Coopers & Lybrand L.L.P., independent accountants, as set forth in their report dated January 18, 1995 and January 20, 1995 as to Note 28, which includes an explanatory paragraph relating to changed methods of accounting for postemployment benefits and investment securities in 1994 and postretirement benefits other than pensions and income taxes in 1993, accompanying such financial statements, and are incorporated herein by reference to Amendment No. 1 to the Current Report on Form 8-K dated as of July 10, 1995, of the Corporation. Such consolidated financial statements are incorporated herein by reference in reliance on such reports given upon the authority of such firms as experts in accounting and auditing.

Documents incorporated herein by reference in the future will include financial statements, related schedules (if required) and independent auditors' reports, which financial statements and schedules will have been audited to the extent and for the periods set forth in such reports by the firm or firms rendering such reports, and, to the extent so audited and consent to incorporation by reference is given, will be incorporated herein by reference in reliance upon such reports given upon the authority of such firms as experts in accounting and auditing.

ITEM 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS

Sections 1741-1743 of the Pennsylvania Business Corporation Law of 1988 (Act of December 21, 1988, P.L. 1444), as amended ("1988 BCL") provide that a business corporation may indemnify directors and officers against liabilities they may incur in such capacities provided certain standards are met, including good faith and the belief that the particular action is in the best interests

of the corporation. In general, this power to indemnify does not exist in the case of actions against a director or officer by or in the right of the corporation if the person entitled to indemnification shall have been adjudged to be liable for negligence or misconduct in the performance of his duties. A corporation is required to indemnify directors and officers against expenses they may incur in defending actions against them in such capacities if they are successful on the merits or otherwise in the defense of such actions.

Section 1746 of the 1988 BCL provides that the foregoing provisions shall not be deemed exclusive of any other rights to which a person seeking indemnification may be entitled under, among other things, any by-law provision, provided that no indemnification may be made in any case where the act or failure to act giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness.

The Corporation's By-Laws provide for the mandatory indemnification of directors and officers in accordance with and to the full extent permitted by the Laws of Pennsylvania as in effect at the time of such indemnification. The Corporation's By-Laws also eliminate, to the maximum extent permitted by the laws of the Commonwealth of Pennsylvania, the personal liability of directors for monetary damages for any action taken, or any failure to take any action as a director except in any case such elimination is not permitted by law. The Corporation has purchased directors' and officers' liability insurance covering certain liabilities which may be incurred by the officers and directors of the Corporation in connection with the performance of their duties.

ITEM 8. EXHIBITS

The exhibits listed on the Exhibit Index on page 9 of this Registration Statement are filed herewith or are incorporated herein by reference to other filings.

3

ITEM 9. UNDERTAKINGS

The undersigned Registrant hereby undertakes:

1. To file, during any period in which offers or sales are being made, a post-effective amendment to the Registration Statement:
 - (a) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933, as amended ("Securities Act");
 - (b) To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement;
 - (c) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;

Provided, however, that paragraphs (a) and (b) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed by the registrant pursuant to Section 13 or Section 15(d) of the Exchange Act, that are incorporated by reference in the Registration Statement.

2. That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
3. To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.
4. That, for purposes of determining any liability under the Securities Act of 1933, as amended, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act that is incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the provisions set forth in Item 6 hereof, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the

Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceedings) is asserted by such director, officer of controlling person in connection with the securities being registered and the Commission

4

remains of the same opinion, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

5

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, 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, and Commonwealth of Pennsylvania, on the 1st day of September, 1995.

PNC BANK CORP.

/s/ Thomas H. O'Brien

By _____

Thomas H. O'Brien
Chairman and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated:

<TABLE> <CAPTION>	SIGNATURE -----	TITLE -----	DATE ----
<S>	/s/ Thomas H. O'Brien	<C>	<C>
	Thomas H. O'Brien	Chairman, Chief Executive Officer and Director (Principal Executive Officer)	September 1, 1995
	/s/ Robert L. Haunschild		
	Robert L. Haunschild	Senior Vice President and Chief Financial Officer (Principal Financial Officer)	September 1, 1995
	/s/ William J. Johns		
	William J. Johns	Senior Vice President and Chief Accounting Officer (Principal Accounting Officer)	September 1, 1995
	*		
	Robert N. Clay	Director	September 1, 1995
	*		
	William G. Copeland	Director	September 1, 1995
	*		
	George A. Davidson, Jr.	Director	September 1, 1995
	*		
	Dianna L. Green	Director	September 1, 1995

6

<TABLE>	<S>	<C>	<C>
	*		
	_____	Director	September 1, 1995
	C. G. Grefenstette		

* ----- Thomas Marshall	Director	September 1, 1995
* ----- W. Craig McClelland	Director	September 1, 1995
* ----- Donald I. Moritz	Director	September 1, 1995
* ----- Jackson H. Randolph	Director	September 1, 1995
/s/ James E. Rohr ----- James E. Rohr	President and Director	September 1, 1995
* ----- Roderic H. Ross	Director	September 1, 1995
* ----- Vincent A. Sarni	Director	September 1, 1995
* ----- Richard P. Simmons	Director	September 1, 1995
* ----- Thomas J. Usher	Director	September 1, 1995
* ----- Milton A. Washington	Director	September 1, 1995
* ----- Helge H. Wehmeier	Director	September 1, 1995

</TABLE>

7

/s/ Melanie S. Cibik
 *By _____
 Melanie S. Cibik, Attorney-in-Fact, pursuant to
 Powers of Attorney filed herewith
 Date: September 1, 1995

8
 INDEX OF EXHIBITS

<TABLE> <S>	<C>
Exhibit 4.1	Articles of Incorporation of PNC Bank Corp., incorporated herein by reference to Exhibit 3.1 of the Corporation's Annual Report on Form 10-K for the year ended December 31, 1993 (Commission File No. 1-9718).
Exhibit 4.2	By-Laws of PNC Bank Corp., filed herewith.
Exhibit 4.3	PNC Bank Corp. Employee Stock Purchase Plan, incorporated by reference to Exhibit 4.4 of Post-Effective Amendment No. 2 to Form S-8 Registration Statement (No. 2-83150). See Exhibit 4.4 for amendments thereto.
Exhibit 4.4	Amendments to PNC Bank Corp. Employee Stock Purchase Plan, filed herewith.
Exhibit 4.5	Form of Authorization for Employee Stock Purchase Plan Bi-Weekly Payroll Deduction, filed herewith.
Exhibit 4.6	Form of Employee Stock Purchase Plan Beneficiary Designation, filed herewith.
Exhibit 4.7	Form of Suspend Contributions/Sales Request, filed herewith.
Exhibit 4.8	Form of Request for Final Distribution, filed herewith.
Exhibit 4.9	Form of Certificate Request, filed herewith.

- Exhibit 5 Opinion of William F. Strome, Esq., regarding validity of the Common Stock being registered, filed herewith.
- Exhibit 23.1 Consent of Ernst & Young LLP, independent auditors for the Corporation, filed herewith.
- Exhibit 23.2 Consent of Coopers & Lybrand L.L.P., independent auditors for Midlantic, filed herewith.
- Exhibit 23.3 Consent of William F. Strome, Esq., contained in the opinion filed herewith as Exhibit 5.
- Exhibit 24.1 Power of Attorney of certain officers and directors of the Corporation, filed herewith.
- Exhibit 24.2 Power of Attorney of Helge H. Wehmeier, filed herewith.
- </TABLE>

BY-LAWS OF
PNC BANK CORP.
(Effective 8/16/95)

ARTICLE I. PRINCIPAL OFFICE

The principal office of the Corporation shall be located at One PNC Plaza, Pittsburgh, Pennsylvania.

ARTICLE II. SHAREHOLDERS

1. Annual Meeting

An annual meeting of the shareholders for the election of directors and the transaction of such other business as may properly come before the meeting shall be held at 11 a.m. on the fourth Tuesday in April of each year, or on such other date or hour as may be fixed by the Board of Directors.

2. Special Meetings

Special meetings of the shareholders may be called at any time by the Board of Directors, the Chairman of the Board, the President, a Vice Chairman of the Board, or when requested in writing by shareholders entitled to cast at least one-fifth of the votes which all shareholders are entitled to cast at the meeting.

3. Place of Meetings

Meetings of the shareholders shall be held at the principal office of the Corporation or at such other place as the Board of Directors may designate.

4. Notice of Meetings

Written notice of every meeting of the shareholders shall be given to each shareholder of record entitled to vote at the meeting at least five days prior to the day named for the meeting, unless a greater period of notice is required by law. The notice shall state the day, time and place of such meeting and the general nature of the business to be transacted. Notice of a meeting may be waived in writing and attendance at a meeting shall itself constitute a waiver of notice of the meeting.
Page 2

5. Quorum

The presence, in person or by proxy, of shareholders entitled to cast at least a majority of the votes which all shareholders are entitled to cast on the particular matters shall constitute a quorum for the purpose of considering such matter. At a duly organized meeting, except as may be otherwise specified in the Articles of Incorporation or provided by law, each matter shall be decided upon receiving the affirmative vote of a majority of the votes cast by all shareholders entitled to vote thereon and, if any shareholders are entitled to vote thereon as a class, upon receiving the affirmative vote of a majority of the votes cast by the shareholders entitled to vote as a class.

6. Record Date

The Board of Directors may fix a record date not more than ninety days prior to the date of any meeting of shareholders, or the date fixed for the payment of any dividend or distribution, or the date for the allotment of rights or the date when any change or conversion or exchange of shares will be made or go into effect. Only such shareholders as shall be shareholders of record at the close of business on the record date shall be entitled to notice of, or to vote at such meeting or to receive such allotment of rights or to exercise such rights, as the case may be.

ARTICLE III. DIRECTORS

1. Board of Directors

The business and offices of the Corporation shall be managed by the Board of Directors, which shall consist of not less than five nor more than thirty-six members as shall be established from time to time by the Board of Directors.

2. Term of Office

After elected by the shareholders, directors shall hold office until the next succeeding annual meeting and until their successors shall have been elected and qualified.

3. Vacancy

Vacancies in the Board of Directors, including vacancies resulting from an increase in the number of directors, may be filled by a majority of the remaining directors though less than a quorum, and any director so elected shall serve until the next annual meeting of the shareholders and until a successor shall have been elected and qualified.

Page 3

4. Organization

As soon as practicable after the annual meeting of shareholders at which they were elected, the Board of Directors shall meet for the purpose of electing officers and the transaction of such other business as may be properly brought before the meeting.

5. Regular Meetings

Regular meetings of the Board of Directors may be held without notice at such times and at such places as the Board of Directors, by resolution, shall establish. When a regular meeting falls on a business holiday, it shall be held on the preceding or next following business day, as the Chief Executive Officer shall select.

6. Special Meetings

Special meetings of the Board of Directors may be called by the Chairman of the Board, the President, a Vice Chairman, or at the written request of any three directors. Notice of special meetings shall be given to each director personally or in writing, or by telephone, not later than during the day immediately preceding the day of such meeting and shall include the general nature of the business to be transacted at the meeting.

7. Quorum

A majority of the directors shall constitute a quorum for the transaction of business, and the acts of a majority of the directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors. One or more directors may participate in a meeting of the Board of Directors, or in a meeting of a Committee of the Board of Directors by means of communication facilities enabling all persons participating in the meeting to hear each other.

8. Action Without a Meeting

Any action which may be taken at a meeting of the Board of Directors may be taken without a meeting if a written consent or consents setting forth the action so taken is signed by all the directors and filed with the Secretary of the Corporation.

9. Compensation of Directors

Directors shall be compensated for their services and reimbursed for their meeting attendance expenses, in such manner and at such time as the Board of Directors may determine.

Page 4

ARTICLE IV. OFFICERS

1. Designation

The officers of the Corporation shall be a Chairman of the Board, a President, one or more Vice Chairmen, one or more Vice Presidents of whom one or more may be designated Executive Vice President or Senior Vice President, a Secretary, a Treasurer, a Controller, a General Auditor and such other officers, as the Board of Directors, the Chairman, the President, or the Vice Chairman may from time to time designate. The Board of Directors shall designate from among the Chairman of the Board, President, and Vice Chairmen, one of those officers to be the Chief Executive Officer. All officers having the rank of Senior Vice President or higher shall be elected by the Board of Directors and shall hold office during the pleasure of the Board of Directors. All other officers shall be appointed by the Chief Executive Officer, or, in his absence, by such other officer or officers as may be designated by the Board of Directors, and such appointments shall be reported to the Board of Directors.

2. Responsibilities of the Senior Officers

2.1 Chief Executive Officer

The Chief Executive Officer of the Corporation shall preside at all

meetings of the shareholders and the Board of Directors, and shall be ex officio a member of all Committees except the Audit Committee, the Nominating Committee, and the Personnel and Compensation Committee; subject to the direction of the Board of Directors, the Chief Executive Officer shall have the general supervision of the policies, business and operations of the Corporation, and of the other officers, agents and employees of the Corporation and, except as otherwise provided in these By-Laws or by the Board of Directors, shall have all the other powers and duties as are usually incident to the Chief Executive Officer of a corporation. In the absence of the Chief Executive Officer, his rights and duties shall be performed by such other officer or officers as shall be designated by the Board of Directors.

2.2 Chairman, President and Vice Chairman

The Chairman, the President and the Vice Chairman if not designated as the Chief Executive Officer shall have such duties and powers as may be assigned to them from time to time by the Board of Directors or the Chief Executive Officer.

Page 5

2.3 Vice Presidents

The Executive Vice Presidents, Senior Vice Presidents and the Vice Presidents, if such are elected, shall have the duties and powers as may from time to time be assigned to them by the Board of Directors, or by the Chief Executive Officer in the absence of any assignment by the Board of Directors. Any reference in these By-Laws to a Vice President will apply equally to an Executive Vice President or a Senior Vice President unless the context requires otherwise.

2.4 Treasurer

Treasurer shall be responsible for the funding of the Corporation and for all moneys, funds, securities, fidelity and indemnity bonds and other valuables belonging to the Corporation; and shall perform such other duties as may be assigned to him from time to time by the Board of Directors or the Chief Executive Officer.

2.5 Secretary

The Secretary shall: attend the meetings of the shareholders, of the Board of Directors, of the Executive Committee, and of such other committees, and shall keep minutes thereof in suitable minute books; have charge of the corporate records, papers and the corporate seal; have charge of the stock and transfer records of the Corporation and shall keep a record of all shareholders and give notices of all meetings of shareholders, special meetings of the Board of Directors and of its Committees; and have such other duties as the Board of Directors or the Chief Executive Officer shall assign.

2.6 Controller

The Controller, if a Controller is elected, shall cause to be kept proper records of the transactions of the Corporation; shall be responsible for the preparation of financial and tax reports required of the Corporation; and shall perform such other duties as may be assigned to him from time to time by the Board of Directors or the Chief Executive Officer.

2.7 General Auditor

The General Auditor shall have charge of auditing the books, records and accounts and shall report directly to the Board of Directors or the Audit Committee thereof.

2.8 Assistant Officers

Each assistant officer as shall be elected shall assist in the performance of the duties of the officer to whom he is assistant and shall perform such duties in the

Page 6

absence of the officer. He shall perform such additional duties as the Board of Directors, the Chief Executive Officer, or the officer to whom he is assistant, may from time to time assign to him.

3. Incumbency

Any officer elected by the Board of Directors may be removed by the Board of Directors whenever, in its best judgment, the best interest of the Corporation will be served thereby, without prejudice however to any contract rights the person so removed may have with the Corporation or any of its subsidiaries.

ARTICLE V. COMMITTEES

1. Standing Committees

The Standing Committees which shall be appointed from time to time by the Board of Directors shall be the Executive Committee, the Audit Committee, the Credit Committee, the Asset and Liability Committee, the Nominating Committee and the Personnel and Compensation Committee. The Board of Directors may appoint such other Committees as the Board of Directors shall deem advisable.

1.1 Executive Committee

The Executive Committee shall consist of its Chairman and Chief Executive Officer and such other directors, not less than five, all of whom shall from time to time be appointed by the Board of Directors or the Chief Executive Officer. The Committee shall meet at such time or times as may be fixed by the Board of Directors, or upon call of its Chairman or the Chief Executive Officer. In the absence of the Chairman of the Committee, the Chief Executive Officer shall act as Chairman of the Executive Committee, unless the Board of Directors shall appoint some other person. The Executive Committee shall have and exercise in the intervals between the meetings of the Board of Directors all the powers of the Board of Directors so far as may be permitted by law. All acts done and powers conferred by the Executive Committee from time to time shall be deemed to be, and may be certified as being, done and conferred under authority of the Board of Directors. Five directors shall constitute a quorum.

1.2 Audit Committee

The Board of Directors shall appoint annually the Audit Committee consisting of not less than five directors, nor more than eight, none of whom shall be an officer, or a former officer of the Corporation. The Committee shall select a chairman from its membership, and may appoint a secretary who need not be a director. The Committee shall meet on call of its Chairman. The duties and responsibilities of the Committee shall be established by the Board of Directors.

Page 7

1.3 Corporate Governance Committee

The Board of Directors shall appoint annually the members of the Committee, consisting of not fewer than three directors, none of whom shall be an officer or former officer of the Corporation, and from these directors appoint the Chairman. The Committee may appoint a Secretary, who need not be a director. The Committee on Corporate Governance shall be responsible for selecting the persons to be candidates for nomination for election or appointment as directors of the Corporation, making recommendations with respect thereto to the Board of Directors and monitoring and recommending enhancements to the Corporation's corporate governance framework, particularly with respect to the structure, processes and proceedings of the Board of Directors. The Committee shall conduct its affairs in accordance with a charter approved by the Board of Directors.

1.4 Personnel and Compensation Committee

The Board of Directors shall appoint annually the Personnel and Compensation Committee consisting of not less than five directors, none of whom shall be an officer. The Committee shall select a chairman from its membership and may appoint a secretary who need not be a director. The Committee shall meet on call of its Chairman or the Chief Executive Officer. The duties and responsibilities of the Committee shall be 1) to receive reports on management succession from the Chief Executive Officer; 2) to approve the terms of employment and compensation of the Chairman of the Board, President and Vice Chairmen of the Corporation, and equivalent officers of all subsidiaries of the Corporation, and all other officers of the Corporation above the rank of Vice President; 3) to review and recommend to the Board of Directors for its approval, employee benefit, bonus, incentive compensation or similar plans relating to the attraction and retention of employees; 4) to administer, construe and interpret any such plans in accordance with their provisions, and to perform such other duties in connection with such plans as may from time to time be assigned to it by the Board of Directors or under the provisions of such plans; and 5) to review and recommend to the Board of Directors for its approval, persons to be elected as Chairman of the Board, President and Vice Chairmen of the Corporation and its Banking subsidiaries.

1.5 Credit Committee

The Board of Directors shall appoint annually the members of the Credit Committee consisting of not less than five directors, including no more than two officer-directors, and shall select a chairman from its membership, who shall not be an officer. The Committee may appoint a secretary who need not be a director. The duties and responsibilities of the Committee shall be as set forth in a charter approved by the Board of Directors.

Page 8

1.6 Asset and Liability Management Committee

The Board of Directors shall appoint annually the members of the Asset and Liability Management Committee consisting of not less than five directors, including no more than two officer-directors, and shall select a chairman from its membership, who shall not be an officer. The Committee may appoint a secretary who need not be a director. The duties and responsibilities of the Committee shall be as set forth in a charter approved by the Board of Directors.

2. Other Committees

The Board of Directors may authorize the appointment of such other Committees as it shall deem advisable.

3. Minutes

The Executive Committee and the Audit Committee shall keep minutes of their meetings, and such minutes shall be submitted at a regular meeting of the Board of Directors, and any action taken by the Board of Directors with respect thereto shall be entered in the minutes of the Board of Directors. All other Committees shall keep minutes of their meetings which shall be accessible to inspection by the Board of Directors at all times.

4. Procedure

Except as otherwise expressly provided for herein, each Committee may appoint a secretary, adopt its own rules of procedure and, unless the Board of Directors has acted with respect thereto, determine the date, place and hour for its meetings. In the absence of any other provision herein to the contrary, a majority of the members of any Committee shall constitute a quorum, and the action of a majority of the members in attendance at a meeting shall constitute the action of the body. Notice of meetings shall be given to each member personally, or in writing addressed to the address of the director appearing on the books of the Corporation on or before the day preceding the meeting.

5. Attendance

In the absence or disqualification of any member of a Committee, the members thereof present at any meeting and not disqualified from voting, whether or not they constitute a quorum, may unanimously appoint another director to act at the meeting in place of any absent or disqualified member.

Page 9

ARTICLE VI. STOCK CERTIFICATES

1. Signatures

Certificates of stock of the Corporation shall be signed by the Chairman of the Board, or the President, or any Vice Chairman, or any Vice President and countersigned by the Secretary or the Treasurer or by any Assistant Secretary or Assistant Treasurer, and sealed with the seal of the Corporation, which may be a facsimile. Where any such certificate is signed manually by a transfer agent or a registrar, the signatures of the officers may be facsimiles.

2. Transfers

The shares of stock of the Corporation shall be transferable only on its books upon surrender of the stock certificate for such shares properly endorsed. The Board of Directors shall have power to appoint one or more Transfer Agents and Registrars for the transfer and registration of certificates of stock of any class, and may require that stock certificates shall be countersigned and registered by one or more such Transfer Agents and Registrars.

3. Lost or Destroyed Certificates

If a stock certificate shall be lost, stolen or destroyed, the shareholder may file with the Corporation an affidavit stating the circumstances of the loss, theft or destruction and may request the issuance of a new certificate. He shall give to the Corporation a bond which shall be in such sum, contain such terms and provisions and have such surety or sureties as the Board of Directors may direct. The Corporation may thereupon issue a new certificate replacing the certificate lost, stolen or destroyed.

ARTICLE VII. DIRECTOR LIABILITY LIMITATION AND INDEMNIFICATION

1. Limitation of Director Liability

A director of the Corporation shall, to the maximum extent permitted by the laws of the Commonwealth of Pennsylvania, have no personal liability for monetary damages for any action taken, or any failure to take any action as a director, provided that this Section 1, Article VII shall not eliminate the liability of a director in any case where such elimination is not permitted by law.

2. Indemnification

Each person who at any time is or shall have been a director or officer of the Corporation, or is serving or shall have served at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, and his heirs, executors and administrators, shall be indemnified by the Corporation in accordance with and to the full extent permitted by the laws of the Commonwealth of Pennsylvania as in effect at the time of such indemnification. The foregoing right of indemnification shall constitute a contract between the Corporation and each of its directors and officers and shall not be deemed exclusive of other rights to which any director, officer, employee, agent or other person may be entitled

Page 10

in any capacity as a matter of law or under any by-law, agreement, vote of shareholders or directors, or otherwise. If authorized by the Board of Directors, the Corporation may purchase and maintain insurance on behalf of any person to the full extent permitted by the laws of the Commonwealth of Pennsylvania.

ARTICLE VIII. APPLICATION OF STATUTORY ANTI-TAKEOVER PROVISIONS

The following provisions of Title 15 of the Pennsylvania consolidated statutes shall not be applicable to the Corporation: (1) Subsections (d) through (f) of Section 511; (2) Subsections (e) through (g) of Section 1721; (3) Subchapter G of Chapter 25; and (4) Subchapter H of Chapter 25.

ARTICLE IX. EXERCISE OF AUTHORITY DURING EMERGENCIES

The Board of Directors or the Executive Committee may from time to time adopt resolutions authorizing certain persons and entities to exercise authority on behalf of this Corporation in time of emergency, and in the time of emergency any such resolutions will be applicable, notwithstanding any provisions as to the contrary contained in these By-Laws.

ARTICLE X. CHARITABLE CONTRIBUTIONS

The Board of Directors may authorize contributions to community funds, or to charitable, philanthropic, or benevolent instrumentalities conducive to public welfare in such sums as the Board of Directors may deem expedient and in the interest of the Corporation.

ARTICLE XI. AMENDMENTS

These By-Laws may be altered, amended, added to or repealed by a vote of a majority of the Board of Directors at any regular meeting of the Board of Directors, or at any special meeting of the Board of Directors called for that purpose.

AMENDMENTS TO PNC BANK CORP. EMPLOYEE STOCK PURCHASE PLAN

RESOLVED, that effective June 1, 1991, the Employee Stock Purchase Plan be amended to allow plan participants to suspend contributions during an offering period without canceling their participation in the Plan.

Adopted April 30, 1991

RESOLVED, that the Employees Stock Purchase Plan, upon its expiration on May 31, 1993, be renewed for a term of five years, ending on May 31, 1998.

Adopted February 18, 1993

Effective October 10, 1992, the Corporation's Common Stock underwent a 2-for-1 stock split. As a result, the Committee adjusted the Plan by doubling the number of shares of Common Stock which could be purchased under the Plan.

RESOLVED, that the Board of Directors hereby confirms that the maximum number of shares of Common Stock which can be purchased by a participant during a calendar year is 400 shares.

Adopted August 16, 1995

Beneficiary Designation

Please Print

Name

FOR YOUR
BENEFIT

Social Security Number
/ / / - / / - / / / / / / Full Time / / Part Time

EMPLOYEE STOCK
PURCHASE PLAN

Market Name Work Phone

Department

Location

I, -----, hereby designate -----

Name

Address (City, State, Zip Code)

Relationship Social Security Number

Name

Address (City, State, Zip Code)

Relationship Social Security Number

as primary beneficiaries in equal shares of any amounts payable under the
Employee Stock Purchase Plan by reason of my death. If none of the
aforementioned beneficiaries survives me, I designate

Name

Address (City, State, Zip Code)

Relationship Social Security Number

Name

Address (City, State, Zip Code)

Relationship Social Security Number

as contingent beneficiaries in equal shares of such amounts.

I HEREBY REVOKE ANY PREVIOUSLY SUBMITTED DESIGNATION(S) OF BENEFICIARY(IES) WHO
SHOULD RECEIVE THE CASH BALANCE AND/OR SHARES OF COMMON STOCK HELD IN MY
EMPLOYEE STOCK PURCHASE PLAN ACCOUNT IN THE EVENT OF MY DEATH.

Signature

Date

PLEASE RETURN WHITE COPY TO CORPORATE BENEFITS ADMINISTRATION
3RD FLOOR-300 SIXTH AVENUE BUILDING
KEEP THE CANARY COPY FOR YOUR RECORDS.

PLEASE PRINT

NAME

FOR YOUR
BENEFIT

MARKET LOCATION / / FULL TIME / / PART TIME

EMPLOYEE STOCK
PURCHASE PLAN

SOCIAL SECURITY NUMBER WORK PHONE
/ / / / - / / / - / / / / / ()

WORK ADDRESS

STATE OF YOUR RESIDENCE

As a participant in the Employee Stock Purchase Plan, I request the following change(s) be made in my Plan Account:

1. / / SUSPEND CONTRIBUTIONS IMMEDIATELY

Please discontinue my Stock Purchase Plan payroll deductions immediately. I request that the cash balance credited to my Plan Account be (select one):
/ / refunded, without interest, immediately to my attention.
/ / applied towards the purchase of whole shares of Common Stock at the end of the current Offering Period. Any remaining cash balance is to be refunded, without interest, to my attention.

I request that the accumulated unissued shares held in my Plan Account be (select one):
/ / retained in my account. I can request or sell these shares any time by completing the appropriate form.
/ / issued to me in my name only. OR / / issued to me in accordance with the attached Certificate Request form.
/ / sold (complete section 3 below).

2. / / SUSPEND CONTRIBUTIONS AFTER OFFERING PERIOD

I elect to have payroll deductions continue only through the end of the current Offering Period. Deductions are to cease thereafter. Deductions made during this period are to be applied toward the purchase of shares. Any remaining cash balance is to be refunded, without interest. I request that the accumulated unissued shares held in my Plan Account be (select one):
/ / retained in my account. I can request or sell these shares any time by completing the appropriate form.
/ / issued to me in my name only. OR / / issued to me in accordance with the attached Certificate Request form.

IN ORDER FOR AN ELECTION MADE UNDER OPTION 1 OR 2 TO BE EFFECTIVE AS OF THE END OF THE CURRENT OFFERING PERIOD, YOUR REQUEST MUST BE RECEIVED PRIOR TO THE LAST DAY OF THAT OFFERING PERIOD. REQUESTS RECEIVED AFTER MAY 31 OR NOVEMBER 30 WILL BE PROCESSED IN THE NEXT SUBSEQUENT OFFERING PERIOD.

3. / / SELL SHARES

I hereby direct that _____ (ALL or specific number) shares of PNC Common stock held in my Plan Account be sold in accordance with the procedure described in the Plan Prospectus, as supplemented. In signing below, I hereby irrevocably constitute and appoint PNC Brokerage Corp attorney to transfer the said stock on the books of PNC Bank Corp. with full power of substitution in the premises. Please forward proceeds, less brokerage charges and applicable taxes, to my attention.

IN ACCORDANCE WITH THE CORPORATION'S INSIDER TRADING POLICY, EMPLOYEES ARE PROHIBITED FROM SELLING PNC SECURITIES BEGINNING ON THE FIRST DAY OF A CALENDAR QUARTER UNTIL THE THIRD BUSINESS DAY AFTER THE CORPORATION'S RELEASE OF ITS QUARTERLY EARNINGS RESULTS.

SIGNATURE

DATE

PLEASE PRINT

NAME FOR YOUR
BENEFIT

SOCIAL SECURITY NUMBER EMPLOYEE STOCK
/ / / - / / - / / / / PURCHASE PLAN

HOME ADDRESS

CITY, STATE AND ZIP CODE

As a participant in the PNC Bank Corp. Employee Stock Purchase Plan, I request that the balance in my Plan Account be distributed as a result of my:

/ / Termination effective _____ / / Retirement effective _____

METHOD OF DISTRIBUTION REQUESTED (SELECT ONE)

- 1. / / Please withdraw the cash balance credited to my Plan Account and forward such balance, without interest, together with all accumulated unissued shares, to me. I am attaching a completed "Certificate Request" form that reflects my registration instructions.
- 2. / / Please sell all of the accumulated unissued shares credited to my Plan Account as of the last Offering Period and forward the proceeds to my attention. Please withdraw the cash balance credited to my Plan Account and forward such balance, without interest, to my attention. I am attaching a completed "Suspend Contribution/Sale Request" form.

ADDITIONAL OPTION AVAILABLE FOR RETIREES ONLY

- 3. / / At the end of the applicable offering period, please apply the payroll deductions credited to my Plan Account toward the purchase of whole shares of Common Stock; forward all accumulated unissued shares to me along with any remaining cash balance in my Plan Account, without interest. I am attaching a completed "Certificate Request" form that reflects my registration instructions.

IF YOU DO NOT MAKE AN ELECTION, YOUR PLAN ACCOUNT WILL BE DISTRIBUTED TO YOU AS DESCRIBED IN OPTION NUMBER ONE.

SIGNATURE

DATE

PLEASE RETURN WHITE AND CANARY COPIES TO CORPORATE BENEFITS ADMINISTRATION
3RD FLOOR-300 SIXTH AVENUE BUILDING
KEEP THE PINK COPY FOR YOUR RECORDS.

WHITE & CANARY-CORPORATE BENEFITS ADMINISTRATION

PINK-EMPLOYEE

CERTIFICATE REQUEST

PNCBANK

PLEASE PRINT

NAME

FOR YOUR
BENEFIT
EMPLOYEE STOCK PURCHASE PLAN

SOCIAL SECURITY NUMBER

/ / / / - / / / - / / / / /

AFFILIATE NAME

HOME PHONE

HOME ADDRESS

CITY, STATE, AND ZIP CODE

I hereby direct that _____ (ALL or specific number) shares of PNC Bank Corp. Common Stock be distributed to me from my Employee Stock Purchase Plan Account and registered as follows:

/ / IN MY NAME ONLY _____
(Please print your name as you want it to appear on the stock certificate)

/ / REGISTERED JOINTLY AS JOINT TENANTS WITH RIGHT OF SURVIVORSHIP BUT NOT AS TENANTS IN COMMON:

(Please print names as you want them to appear on the stock certificate)

/ / REGISTERED IN THE NAME OF THE FOLLOWING:
Name _____
Address _____
Social Security Number/Brokerage Tax ID Number _____
If for brokerage account, please list Account Number _____

ALL REGISTERED SHARES ARE TO BE FORWARDED TO MY HOME ADDRESS AS SHOWN ABOVE.

SIGNATURE

DATE

PLEASE RETURN WHITE AND CANARY COPIES TO CORPORATE BENEFITS ADMINISTRATION
3RD FLOOR - 300 SIXTH AVENUE BUILDING

KEEP THE PINK COPY FOR YOUR RECORDS.

WHITE & CANARY - CORPORATE BENEFITS ADMINISTRATION

PINK - EMPLOYEE

September 1, 1995

Board of Directors
PNC Bank Corp.
One PNC Plaza
Fifth Avenue and Wood Street
Pittsburgh, Pennsylvania 15265

Ladies and Gentlemen:

This opinion is issued in connection with the Registration Statement on Form S-8 (the "Registration Statement") of PNC Bank Corp. (the "Corporation") to be filed with the Securities and Exchange Commission relating to the registration of 1,149,074 shares of the Corporation's common stock, par value \$5.00 ("PNC Common Stock"), to be issued or sold to participants in the PNC Bank Corp. Employee Stock Purchase Plan, as amended (the "Plan").

My opinion is rendered as of the date hereof and its applicability at future dates is conditioned upon the nonoccurrence of any event which would affect the validity of the issuance of PNC Common Stock under the Plan.

As Senior Vice President, Deputy General Counsel and Corporate Secretary of the Corporation, I have examined the Corporation's Articles of Incorporation and By-laws, each as amended to date, the Registration Statement and the Plan, and I have reviewed the proceedings taken by the Corporation relating to the Plan, including the resolutions adopted by the Corporation's Board of Directors with respect thereto. I have also examined such records, certificates and other documents that I have considered necessary or appropriate for the purposes of this opinion.

Based upon the foregoing, I am of the opinion that, when the Registration Statement has become effective in accordance with applicable law, the 1,149,074 shares of PNC Common Stock to be registered, when issued or sold pursuant to and in accordance with the terms of the Plan, will be validly issued, fully paid and nonassessable.

I hereby consent to the filing of this opinion as an exhibit to the Registration Statement and to the reference to me under the caption "Legal Opinion" in the Registration Statement and any Prospectus relating to the Plan.

Very truly yours,

/s/ WILLIAM F. STROME

William F. Strome

CONSENT OF INDEPENDENT AUDITORS

We consent to the reference to our firm under the caption "Experts" in this Registration Statement on Form S-8 and the related Prospectus of PNC Bank Corp. for the registration of 1,149,074 shares of its common stock and to the incorporation by reference therein of our report dated January 27, 1995, with respect to the consolidated financial statements of PNC Bank Corp. incorporated by reference in its Annual Report on Form 10-K for the year ended December 31, 1994, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Pittsburgh, Pennsylvania
September 1, 1995

CONSENT OF INDEPENDENT AUDITORS

We consent to the reference to our firm under the caption "Experts" in the Registration Statement on Form S-8 and the related Prospectus of PNC Bank Corp. for the registration of 1,149,074 shares of its common stock and to the incorporation by reference therein of our report dated January 18, 1995 (January 20, 1995 as to Note 28), with respect to the consolidated financial statements of Midlantic Corporation and Subsidiaries ("Midlantic") incorporated by reference to the Annual Report on Form 10-K of Midlantic for the year ended December 31, 1994, filed with the Securities and Exchange Commission, which are incorporated by reference to Amendment No. 1 to the Current Report on Form 8-K dated as of July 10, 1995, of PNC Bank Corp. filed with the Securities and Exchange Commission.

/s/ Coopers & Lybrand L.L.P.

New York, New York
August 31, 1995

POWER OF ATTORNEY

PNC BANK CORP.
EMPLOYEE STOCK PURCHASE PLAN
REGISTRATION STATEMENT

KNOW ALL MEN BY THESE PRESENTS, that each of the undersigned Directors and/or Officers of PNC Bank Corp. (the "Corporation"), a Pennsylvania corporation, hereby names, constitutes and appoints Walter E. Gregg, Jr., William F. Strome, Melanie S. Cibik and Steven Kaplan, or each of them, with full power of substitution, such person's true and lawful attorney-in-fact and agent to execute in such person's name, place and stead, a Registration Statement on Form S-8 (or other appropriate form) for the registration under the Securities Act of 1933, as amended, of 1,149,074 shares of the Corporation's Common Stock, par value \$5.00 per share, to be issued in connection with the Corporation's Employee Stock Purchase Plan adopted by the Corporation's Board of Directors, and as amended, and to execute in such person's name, place and stead any and all amendments to said Registration Statement.

And such persons hereby ratify and confirm all that said attorney-in-fact shall lawfully do or cause to be done by virtue hereof.

Witness the due execution hereof by the following persons in the capacities indicated as of this August 16, 1995.

<TABLE> NAME/SIGNATURE ----- <S>	CAPACITY ----- <C>
/s/ Thomas H. O'Brien ----- Thomas H. O'Brien	Chairman, Chief Executive Officer and Director
/s/ Robert N. Clay ----- Robert N. Clay	Director
/s/ William G. Copeland ----- William G. Copeland	Director
/s/ George A. Davidson, Jr. ----- George A. Davidson, Jr.	Director

</TABLE>

Power of Attorney - 1

<TABLE> <S>	<C>
/s/ Dianna L. Green ----- Dianna L. Green	Director
/s/ C. G. Grefenstette ----- C. G. Grefenstette	Director
/s/ Thomas Marshall ----- Thomas Marshall	Director
/s/ W. Craig McClelland ----- W. Craig McClelland	Director
/s/ Donald I. Moritz ----- Donald I. Moritz	Director
/s/ Jackson H. Randolph ----- Jackson H. Randolph	Director
/s/ James E. Rohr ----- James E. Rohr	President and Director
/s/ Roderic H. Ross -----	Director

Roderic H. Ross

/s/ Vincent A. Sarni
----- Director
Vincent A. Sarni

/s/ Richard P. Simmons
----- Director
Richard P. Simmons

/s/ Thomas J. Usher
----- Director
Thomas J. Usher

/s/ Milton A. Washington
----- Director
Milton A. Washington
</TABLE>

Power of Attorney - 2

<TABLE>
<S> <C>
----- Director
Helge H. Wehmeier
</TABLE>

espps-8.msc

Power of Attorney - 3

POWER OF ATTORNEY

PNC BANK CORP.
EMPLOYEE STOCK PURCHASE PLAN
REGISTRATION STATEMENT

KNOW ALL MEN BY THESE PRESENTS, that the undersigned Director and/or Officer of PNC Bank Corp. (the "Corporation"), a Pennsylvania corporation, hereby names, constitutes and appoints Walter E. Gregg, Jr., William F. Strome, Melanie S. Cibik and Steven Kaplan, or each of them, with full power of substitution, such person's true and lawful attorney-in-fact and agent to execute in such person's name, place and stead, a Registration Statement on Form S-8 (or other appropriate form) for the registration under the Securities Act of 1933, as amended, of 1,149,074 shares of the Corporation's Common Stock, par value \$5.00 per share, to be issued in connection with the Corporation's Employee Stock Purchase Plan adopted by the Corporation's Board of Directors, and as amended, and to execute in such person's name, place and stead any and all amendments to said Registration Statement.

And such person hereby ratifies and confirms all that said attorney-in-fact and agent shall lawfully do or cause to be done by virtue hereof.

Witness the due execution hereof by the following person in the capacities indicated as of this August 22, 1995.

/s/ Helge H. Wehmeier

Name: Helge H. Wehmeier

Capacity: Director
