

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1
TO
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
(Address, including zip code, of registrant's principal executive offices)

PNC BANK CORP. INCENTIVE SAVINGS 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)

The Registration Statement as originally filed covered 4,000,000 shares of Common Stock, par value \$5.00 per share (the "Common Stock"), of PNC Bank Corp. (the "Corporation" or the "Registrant") and \$175,000,000 interests of participation issuable under the PNC Bank Corp. Incentive Savings Plan, as amended and restated (the "Plan"). Pursuant to Rule 416(b) under the Securities Act of 1933, as amended (the "Securities Act"), the Registration Statement is hereby amended to increase to 8,000,000 the number of shares of Common Stock registered to reflect a 2-for-1 stock split declared by the Corporation's Board of Directors on October 1, 1992, to shareholders of record at the close of business on October 22, 1992 and effective November 16, 1992. In the future, the Common Stock offered hereby will be adjusted to reflect stock splits, stock dividends or similar transactions pursuant to Rule 416(a) under the Securities Act, without the need for any post-effective amendment. In addition, pursuant to Rule 416(c) of the Securities Act, this Registration Statement also covers an indeterminate amount of interests of participation in the Plan.

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PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

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, as amended on June 29, 1995; Current Reports on Form 8-K dated as of April 17, 1995, July 10, 1995 (as amended on July 17, 1995), July 20, 1995 and September 26, 1995; Quarterly Reports on Form 10-Q for the quarterly periods ended March 31, 1995, June 30, 1995 and September 30, 1995 (as amended on November 13, 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 on September 24, 1987 pursuant to Section 12 of the Exchange Act, and any amendments or reports filed for the purpose of updating such description. The Registrant's Commission File Number is 1-9718.

All documents subsequently filed by the Registrant and the Plan 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 securities offered hereby have been sold or which deregisters such securities 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 4. DESCRIPTION OF SECURITIES

Not applicable.

ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL

LEGAL OPINIONS

A legal opinion of Joseph A. Richardson, Esq., with respect to the validity of the interests of participation in the Plan and the Common Stock being registered hereunder was previously filed. In addition, an opinion of Eckert Seamans Cherin & Mellott, with respect to compliance with the requirements of ERISA was previously filed. See "Item 8 - Exhibits" below.

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

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audited by Ernst & Young LLP, independent auditors, as set forth in their report thereon included therein and are incorporated herein by reference. The financial statements and related financial schedules of the Plan, included in Amendment No. 1 to the Annual Report on Form 10-K for the year ended December 31, 1994, have been audited by Ernst & Young LLP, independent auditors, as set forth in their report dated June 26, 1995, and are incorporated herein by reference. Such financial statements and schedules are incorporated herein by reference in reliance upon such reports given upon the authority of such firm as experts in accounting and auditing.

The consolidated financial statements of Midlantic Corporation ("Midlantic") and subsidiaries, included in the Annual Report on Form 10-K of Midlantic for the year ended December 31, 1994 (No. 0-15870) 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/A (No. 1-9718) dated as of July 10, 1995, of the Corporation. Such report is given upon their authority 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

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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 7. EXEMPTION FROM REGISTRATION CLAIMED

Not applicable.

ITEM 8. EXHIBITS

The exhibits listed on the Exhibit Index on page 10 of this Registration Statement are filed herewith or are incorporated herein by reference to other filings.

The Corporation previously received a determination letter dated June 21, 1995, from the Internal Revenue Service ("IRS") that the Plan qualified under Section 401 of the Internal Revenue Code. A copy of such determination letter is attached to this Registration Statement as Exhibit 5.3. The Registrant undertakes to submit any amendment to the Plan to the IRS to the extent required in a timely manner and will make all changes required by the IRS in order to qualify the Plan, as so amended, under Section 401 of the Internal Revenue Code.

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;
 - (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; and
 - (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

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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, each filing of the Registrant's annual report pursuant to

Section 13(a) or Section 15(d) of the Exchange Act (and each filing of the Plan's annual report pursuant to 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 or controlling person in connection with the securities being registered and the Commission 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.

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SIGNATURES

The Registrant. 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 Post-Effective Amendment No. 1 to 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 22nd day of November, 1995.

PNC BANK CORP.

By /s/ Thomas H. O'Brien

Thomas H. O'Brien
Chairman and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to Registration Statement has been signed below by the following persons in the capacities and on the dates indicated:

<TABLE> <CAPTION>	SIGNATURE -----	TITLE -----	DATE ----
<S>		<C>	<C>
	/s/ Thomas H. O'Brien ----- Thomas H. O'Brien	Chairman, Chief Executive Officer and Director (Principal Executive Officer)	November 22, 1995
	/s/ Robert L. Haunschild ----- Robert L. Haunschild	Senior Vice President and Chief Financial Officer (Principal Financial Officer)	November 22, 1995
	/s/ William J. Johns ----- William J. Johns	Senior Vice President and Chief Accounting Officer (Principal Accounting Officer)	November 22, 1995
	* ----- Paul W. Chellgren	Director	November 22, 1995
	* ----- Robert N. Clay	Director	November 22, 1995
	* ----- William G. Copeland	Director	November 22, 1995

</TABLE>

* ----- George A. Davidson, Jr.	Director	November 22, 1995
* ----- Dianna L. Green	Director	November 22, 1995
* ----- C. G. Grefenstette	Director	November 22, 1995
* ----- Thomas Marshall	Director	November 22, 1995
* ----- W. Craig McClelland	Director	November 22, 1995
* ----- Donald I. Moritz	Director	November 22, 1995
* ----- Jackson H. Randolph	Director	November 22, 1995
* ----- James E. Rohr	President and Director	November 22, 1995
* ----- Roderic H. Ross	Director	November 22, 1995
* ----- Vincent A. Sarni	Director	November 22, 1995
* ----- Richard P. Simmons	Director	November 22, 1995
* ----- Thomas J. Usher </TABLE>	Director	November 22, 1995

<TABLE> <S> ----- Milton A. Washington	<C> Director	<C> November __, 1995
* ----- Helge H. Wehmeier </TABLE>	Director	November 22, 1995

*By /s/ Melanie S. Cibik

Melanie S. Cibik, Attorney-in-Fact, pursuant to
Powers of Attorney filed herewith
Date: November 22, 1995

The Plan. Pursuant to the requirements of the Securities Act of 1933, the Plan Administrator has duly caused this Post-Effective Amendment No. 1 to Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Pittsburgh, Commonwealth of Pennsylvania, on this November 22, 1995.

PNC Bank Corp. Incentive Savings Plan

By: /s/ William F. Strome

William F. Strome
Member, Administration Committee

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EXHIBIT INDEX

- Exhibit 5.1 Opinion of Joseph A. Richardson, Esq., regarding validity of the interests of participation in the Plan and the Common Stock being registered, previously filed.
- Exhibit 5.2 Opinion of Eckert Seamans Cherin & Mellott, with respect to compliance with the requirements of ERISA, previously filed.
- Exhibit 5.3 Determination Letter of Internal Revenue Service, filed herewith.
- Exhibit 23.1 Consent of Ernst & Young LLP, independent auditors for the Corporation and the Plan, filed herewith.
- Exhibit 23.2 Consent of Coopers & Lybrand L.L.P., independent auditors for Midlantic, filed herewith.
- Exhibit 23.3 Consent of Joseph A. Richardson, Esq., previously filed as part of the opinion filed as Exhibit 5.1.
- Exhibit 23.4 Consent of Eckert Seamans Cherin & Mellott, previously filed as part of the opinion filed as Exhibit 5.2.
- Exhibit 23.5 Consent of Garry J. Scheuring, filed herewith.
- Exhibit 24 Power of Attorney of certain officers and directors of the Corporation, filed herewith.

DEPARTMENT OF THE TREASURY

INTERNAL REVENUE SERVICE
 DISTRICT DIRECTOR
 31 HOPKINS PLAZA
 BALTIMORE, MD 21201-0000

Employer Identification Number:
 25-1435979
 File Folder Number:
 521022825
 Person to Contact:
 THOMAS J. SCHUTZMAN
 Contact Telephone Number:
 (412) 644-5707
 Plan Name:
 PNC BANK CORP INCENTIVE SAVINGS
 PLAN
 Plan Number: 001

Date: Jun. 21, 1995

PNC BANK CORP
 C/O MICHAEL E. LLOYD ESQ.
 ECKERT SEAMANS CHERIN & MELLOTT
 600 GRANT STREET 42ND FLOOR
 PITTSBURGH, PA 15219

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 features 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 May 5, 1995. The proposed amendments should be adopted on or before the date prescribed by the regulations under Code section 401(b).

This determination is also subject to your adoption of the proposed amendments submitted in your letter(s) dated May 16, 1995. These proposed amendments should also be adopted on or before the date prescribed by the regulations under Code Section 401(b).

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 letter is issued under Rev. Proc. 93-39 and considers the amendments required by the Tax Reform Act of 1986 except as otherwise specified in this letter.

Letter 835 (DO/CG)

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PNC BANK CORP

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 benefiting for purposes of demonstrating that the plan satisfies the minimum coverage requirements of section 410(b) of the Code.

This letter may not be relied upon with respect to whether the plan satisfies the qualification requirements as amended by the Uruguay Round Agreements Act, Pub. L. 103-465.

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

Letter 835 (DO/CG)

CONSENT OF INDEPENDENT AUDITORS

We consent to the reference to our firm under the caption "Experts" in the Post-Effective Amendment No. 1 to Registration Statement on Form S-8 (No. 33-25140) pertaining to PNC Bank Corp.'s Incentive Savings Plan, as amended and restated (the "Plan") and to the incorporation by reference therein of our reports (a) 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, and (b) dated June 26, 1995, with respect to the financial statements and schedules of the Plan incorporated by reference to Amendment No. 1 to PNC Bank Corp.'s Annual Report on Form 10-K, both for the year ended December 31, 1994, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Pittsburgh, Pennsylvania
November 22, 1995

CONSENT OF INDEPENDENT AUDITORS

We consent to the reference to our firm under the caption "Experts" in Item 5 of this Post-Effective Amendment No. 1 to Registration Statement on Form S-8 (No. 33-25140) and the related Prospectus of PNC Bank Corp. for shares of its common stock issuable pursuant to the PNC Bank Corp. Incentive Savings Plan, as amended and restated (the "Plan") and an indeterminable amount of interests in the Plan, and to the incorporation by reference therein of our report dated January 18, 1995 (January 20, 1995 as to Note 28), on our audit of 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/A (No. 1-9718) dated as of July 10, 1995, of PNC Bank Corp., as filed with the Securities and Exchange Commission.

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

New York, New York
November 22, 1995

CONSENT OF GARRY J. SCHEURING

I, Garry J. Scheuring, hereby consent to being named in the documents incorporated by reference in this Post-Effective Amendment No. 1 to Registration Statement on Form S-8, relating to the PNC Bank Corp. Incentive Savings Plan, as amended and restated, as a person who will become a director of PNC Bank Corp.

/s/ Garry J. Scheuring

Garry J. Scheuring

November 16, 1995

POWER OF ATTORNEY

PNC BANK CORP.
PNC BANK CORP. INCENTIVE SAVINGS 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, in any and all capacities, a Post-Effective Amendment to Registration Statement on Form S-8 (or other appropriate form) under the Securities Act of 1933, as amended, in connection with the PNC Bank Corp. Incentive Savings Plan, as amended and restated, adopted by the Corporation's Board of Directors, to reflect adjustments resulting from stock splits, stock dividends or similar transactions, hereby ratifying and confirming prior adjustments, and to execute in such person's name, place and stead any and all further 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 November 16, 1995.

<TABLE>	
<CAPTION>	
Name/Signature	Capacity
-----	-----
<S> /s/ Thomas H. O'Brien ----- Thomas H. O'Brien	<C> Chairman, Chief Executive Officer and Director
/s/ Paul W. Chellgren ----- Paul W. Chellgren	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
/s/ Dianna L. Green ----- Dianna L. Green	Director

Power of Attorney - 1

<TABLE>	
<S>	<C>
/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 ----- Roderic H. Ross	Director
/s/ Vincent A. Sarni ----- Vincent A. Sarni	Director
/s/ Richard P. Simmons ----- Richard P. Simmons	Director
/s/ Thomas J. Usher ----- Thomas J. Usher	Director
----- Milton A. Washington	Director
/s/ Helge H. Wehmeier ----- Helge H. Wehmeier	Director

</TABLE>