

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

April 17, 1996
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)

<TABLE>		
<S>	PENNSYLVANIA	<C>
	(State or other jurisdiction of	25-1435979
	incorporation or organization)	(IRS Employer
</TABLE>		Identification No.)

ONE PNC PLAZA
249 FIFTH AVENUE
PITTSBURGH, PENNSYLVANIA 15222-2707
(Address of principal executive offices) (Zip Code)

(412) 762-1553
(Registrant's telephone number, including area code)

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

ITEM 5. OTHER EVENTS

1996 First Quarter Financial Results

On April 17, 1996, PNC Bank Corp. ("Corporation") reported results of operations for the three months ended March 31, 1996. A copy of the earnings press release issued by the Corporation is attached as Exhibit 99 and incorporated herein by reference.

ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS

(c) Exhibits

The exhibit listed on the Exhibit Index on page 3 of this Form 8-K is filed herewith.

SIGNATURE

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: April 17, 1996

By /s/ Robert L. Haunschild

Robert L. Haunschild
Senior Vice President and
Chief Financial Officer

EXHIBIT INDEX

- 99 Earnings press release issued by the Corporation on April 17, 1996, with respect to the results of operations for the three months ended March 31, 1996, is filed herewith.

PNC BANK CORP. EARNINGS INCREASE 33 PERCENT

PITTSBURGH, April 17, 1996--PNC Bank Corp. (NYSE: PNC) today reported that 1996 first quarter net income increased 33 percent to \$238.3 million, or \$.69 per fully diluted share, compared with \$179.5 million, or \$.52 per fully diluted share, a year ago. Returns on average assets and average common shareholders' equity were 1.34 percent and 16.65 percent, respectively, compared with 0.97 percent and 12.81 percent a year ago. The after-tax profit margin was 25.4 percent compared with 21.5 percent in the first quarter of 1995.

Thomas H. O'Brien, chairman and chief executive officer, said, "This quarter's strong results were driven by substantial revenue growth and expense discipline and reflect the benefits of our 1995 balance sheet repositioning and the Midlantic merger. The integration with Midlantic is proceeding very well, and we continue to believe we will exceed our original cost savings estimate."

Taxable-equivalent net interest income increased 11.8 percent to \$616.1 million and the net interest margin widened to 3.73 percent in the first quarter of 1996. Net interest income and margin were \$551.1 million and 3.16 percent, respectively, in the first quarter of 1995. The net interest income and margin reflect the benefits of the balance sheet repositioning completed in 1995 combined with a \$5.1 billion increase in average loans.

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PNC Bank Corp. Earnings Increase 33 Percent

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Noninterest income increased \$36.0 million, or 12.6 percent, when compared with the year-earlier period. Investment management and trust income increased 33.8 percent to \$120.9 million, reflecting the BlackRock acquisition, new business and an increase in the value of managed assets. Discretionary assets under management totaled \$103 billion at March 31, 1996, compared with \$85 billion a year ago. Service fees increased 7.2 percent, to \$130.3 million, primarily due to higher deposit and brokerage revenue.

Mortgage banking revenue was positively impacted by higher than expected mortgage origination volumes, but declined in the comparison due to servicing sales in the prior-year period. At March 31, 1996, the corporation serviced \$40.4 billion of mortgages, including \$28.1 billion serviced for others. Other noninterest income increased \$3.8 million to \$31.5 million, primarily due to higher venture capital income.

Noninterest expense was 2.2 percent higher when compared with the prior-year quarter. Excluding acquisitions and the benefit of lower Federal deposit insurance premiums, noninterest expense was flat in the comparison. The efficiency ratio improved to 60.3 percent compared with 66.1 percent in the first quarter of 1995.

PNC Bank's average total assets and average earning assets were \$71.7 billion and \$65.7 billion, respectively, during the first quarter of 1996 compared with \$74.8 billion and \$69.5 billion, respectively, a year ago. The declines reflect the corporation's actions to downsize the securities portfolio, partially offset by loan growth. Average loans were \$48.6 billion compared with \$43.7 billion in the first quarter of 1995. Excluding acquisitions, average loans increased 6.2 percent in the year-to-year comparison. As a percent of average earning assets, average loans were 74.0 percent during the first quarter of 1996 compared with 62.9 percent a year ago. Average securities declined \$9.2 billion to \$14.8 billion compared with the prior-year period.

Average deposits were \$45.6 billion compared with \$43.7 billion a year ago. Wholesale funds represented 28.5 percent of total sources of funds in the first quarter of 1996, compared with 35.3 percent in the year-earlier period.

The allowance for credit losses totaled \$1.2 billion at March 31, 1996 and was 329 percent of nonperforming loans compared with 265 percent at March 31, 1995. Net charge-offs

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PNC Bank Corp. Earnings Increase 33 Percent

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totaled \$34 million in the first quarter of 1996 compared with \$36 million in the year-earlier period. Nonperforming assets totaled \$540 million at March 31, 1996, compared with \$702 million at the end of the first quarter 1995. The ratio of nonperforming assets to total loans and foreclosed assets was 1.10 percent at March 31, 1996 and 1.58 percent at March 31, 1995.

Shareholders' equity totaled \$5.8 billion at March 31, 1996. The leverage capital ratio was 6.90 percent, and Tier I and total risk-based

capital ratios are estimated to be 8.1 percent and 11.6 percent, respectively.

PNC Bank Corp., headquartered in Pittsburgh, is one of the largest financial services organizations in the United States, with banking subsidiaries in Pennsylvania, New Jersey, Delaware, Ohio, Kentucky, Indiana, Massachusetts, and Florida. Its major businesses include consumer banking, corporate banking, mortgage banking, real estate banking and asset management.

[TABULAR MATERIAL FOLLOWS]

PNC BANK CORP. AND SUBSIDIARIES
Consolidated Financial Highlights

<TABLE>

<CAPTION>

	March 31 1996	December 31 1995	March 31 1995
FINANCIAL PERFORMANCE			
Three months ended (Dollars in thousands, except per share data)			
<S>	<C>	<C>	<C>
Net interest income (taxable-equivalent basis)	\$616,108	\$563,825	\$551,136
Net income (loss)	238,320	(176,177)	179,547
Fully diluted earnings (loss) per common share	.69	(.52)	.52
Return on average total assets	1.34%	(.92)%	.97%
Return on average common shareholders' equity	16.65	(11.92)	12.81
Net interest margin	3.73	3.22	3.16
After-tax profit margin	25.42	(30.01)	21.46
Efficiency ratio	60.32	140.66	66.14
AVERAGE BALANCES			
Three months ended (In millions)			
Assets	\$71,733	\$75,707	\$74,841
Earning assets	65,705	69,681	69,486
Loans, net of unearned income	48,625	48,304	43,710
Securities	14,818	19,450	23,984
Deposits	45,553	46,216	43,667
Shareholders' equity	5,764	5,893	5,710
PERIOD END BALANCES (In millions)			
Assets	\$72,668	\$73,404	\$75,750
Earning assets	66,041	66,772	69,369
Loans, net of unearned income	48,800	48,653	44,192
Securities	14,692	15,839	23,487
Deposits	45,621	46,899	43,598
Shareholders' equity	5,786	5,768	5,758
SELECTED RATIOS			
Capital ratios			
Book value per common share			
As reported	\$16.88	\$16.87	\$16.90
Excluding net unrealized securities gains/losses	17.16	16.79	17.10
Leverage	6.90%	6.37%	6.88%
Common shareholders' equity to assets	7.94	7.83	7.51
Average common shareholders' equity to average assets	8.01	7.76	7.54
Asset quality ratios			
Net charge-offs to average loans	.28	.45	.33
Nonperforming loans to loans	.76	.74	1.12
Nonperforming assets to loans and foreclosed assets	1.10	1.10	1.58
Nonperforming assets to total assets	.74	.73	.93
Allowance for credit losses to loans	2.51	2.59	2.98
Allowance for credit losses to nonperforming loans	328.88	351.68	265.19

</TABLE>

PNC BANK CORP. AND SUBSIDIARIES
Consolidated Statement of Income

<TABLE>

<CAPTION>

	March 31 1996	December 31 1995	March 31 1995
Three months ended In thousands, except per share data			
<S>	<C>	<C>	<C>
INTEREST INCOME			
Loans and fees on loans	\$980,836	\$983,267	\$887,421
Securities	237,442	283,703	345,404

Other	37,060	33,032	28,452
Total interest income	1,255,338	1,300,002	1,261,277
INTEREST EXPENSE			
Deposits	370,983	400,962	357,721
Borrowed funds	112,457	177,403	211,129
Notes and debentures	165,041	168,889	153,147
Total interest expense	648,481	747,254	721,997
Net interest income	606,857	552,748	539,280
Provision for credit losses		1,500	1,500
Net interest income less provision for credit losses	606,857	551,248	537,780
NONINTEREST INCOME			
Investment management and trust	120,877	111,524	90,368
Service fees	130,269	130,803	121,472
Mortgage banking	35,982	39,427	44,723
Net securities gains (losses)	2,943	(288,958)	1,254
Other	31,491	30,490	27,740
Total noninterest income	321,562	23,286	285,557
NONINTEREST EXPENSES			
Staff expense	278,657	266,962	263,401
Net occupancy and equipment	93,283	88,063	86,734
Intangible asset and MSR amortization	23,664	41,387	23,335
Federal deposit insurance	3,190	7,662	24,320
Other	166,852	161,827	155,561
Special charges		259,926	
Total noninterest expenses	565,646	825,827	553,351
Income before income taxes (benefits)	362,773	(251,293)	269,986
Applicable income taxes (benefits)	124,453	(75,116)	90,439
Net income (loss)	\$238,320	\$ (176,177)	\$179,547
EARNINGS (LOSSES) PER COMMON SHARE			
Primary	\$.69	\$ (.52)	\$.52
Fully diluted	.69	(.52)	.52
CASH DIVIDENDS DECLARED PER COMMON SHARE	.35	.35	.35
AVERAGE COMMON SHARES OUTSTANDING			
Primary	342,872	336,954	341,740
Fully diluted	347,367	336,954	347,008

</TABLE>

PNC BANK CORP. AND SUBSIDIARIES
Details of Net Interest Income and Net Interest Margin

NET INTEREST INCOME

Three months ended	March 31	December 31	September 30	June 30	March 31
Taxable-equivalent basis	1996	1995	1995	1995	1995
In thousands					
Interest income/expense before financial derivatives					
Interest income	\$1,236,277	\$1,318,461	\$1,312,720	\$1,314,090	\$1,278,832
Loan fees	24,457	17,965	23,115	21,354	19,589
Taxable-equivalent adjustment	9,251	11,077	11,790	11,919	11,856
Total interest income	1,269,985	1,347,503	1,347,625	1,347,363	1,310,277
Interest expense	647,197	739,819	760,001	762,064	717,411
Net interest income before financial derivatives	622,788	607,684	587,624	585,299	592,866
Effect of financial derivatives on					
Interest income	(5,396)	(36,424)	(42,326)	(40,801)	(37,144)
Interest expense	1,284	7,435	6,489	9,757	4,586
Total effect of financial derivatives	(6,680)	(43,859)	(48,815)	(50,558)	(41,730)
Net interest income	\$616,108	\$563,825	\$538,809	\$534,741	\$551,136

</TABLE>

NET INTEREST MARGIN

<TABLE>

<CAPTION>

Three months ended	March 31	December 31	September 30	June 30	March 31
Taxable-equivalent basis	1996	1995	1995	1995	1995
<S>	<C>	<C>	<C>	<C>	<C>
Book-basis yield on earning assets	7.51 %	7.50 %	7.49 %	7.49 %	7.34 %
Effect of loan fees	.15	.10	.13	.12	.11
Taxable-equivalent adjustment	.06	.06	.07	.07	.07
Taxable-equivalent yield on earnings assets	7.72	7.66	7.69	7.68	7.52
Rate on interest-bearing liabilities	4.74	4.98	5.11	5.09	4.86
Interest rate spread	2.98	2.68	2.58	2.59	2.66
Noninterest-bearing sources	.79	.79	.79	.77	.74
Net interest margin before financial derivatives	3.77	3.47	3.37	3.36	3.40
Effect of financial derivatives on					
Interest income	(.03)	(.20)	(.24)	(.23)	(.21)
Interest expense	.01	.05	.04	.07	.03
Total effect of financial derivatives	(.04)	(.25)	(.28)	(.30)	(.24)
Net interest margin	3.73 %	3.22 %	3.09 %	3.06 %	3.16 %

</TABLE>

PNC BANK CORP. AND SUBSIDIARIES

Details of Noninterest Income and Noninterest Expense

NONINTEREST INCOME

<TABLE>

<CAPTION>

Three months ended	March 31	December 31	September 30	June 30	March 31
In thousands	1996	1995	1995	1995	1995
<S>	<C>	<C>	<C>	<C>	<C>
Investment management and trust					
Trust	\$76,891	\$69,175	\$68,288	\$69,826	\$58,519
Mutual funds	43,986	42,349	40,829	39,325	31,849
Total investment management and trust	120,877	111,524	109,117	109,151	90,368
Service fees					
Deposit	65,518	62,843	60,722	58,326	58,387
Credit card and merchant	8,918	10,888	9,649	11,321	15,331
Corporate finance	13,415	14,592	13,133	13,021	12,384
Brokerage	13,642	11,587	10,113	10,311	9,342
Consumer	13,458	14,821	14,437	11,839	12,326
Insurance	6,772	6,599	6,764	6,062	5,406
Other	8,546	9,473	8,465	8,211	8,296
Total service fees	130,269	130,803	123,283	119,091	121,472
Mortgage banking					
Servicing	29,038	28,488	30,215	29,772	31,126
Sale of servicing	350	1,046	10,745	9,672	12,258
Marketing	6,594	9,893	10,649	11,414	1,339
Total mortgage banking	35,982	39,427	51,609	50,858	44,723
Other	31,491	30,490	54,273	26,184	27,740
Total noninterest income before securities transactions	318,619	312,244	338,282	305,284	284,303
Net securities gains (losses)	2,943	(288,958)	44	7,966	1,254
Total	\$321,562	\$23,286	\$338,326	\$313,250	\$285,557

</TABLE>

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<CAPTION>

NONINTEREST EXPENSES

Three months ended	March 31	December 31	September 30	June 30	March 31
In thousands	1996	1995	1995	1995	1995
<S>	<C>	<C>	<C>	<C>	<C>
Compensation	\$228,233	\$221,645	\$218,934	\$213,879	\$208,693
Employee benefits	50,424	45,317	50,345	51,536	54,708
Total staff expense	278,657	266,962	269,279	265,415	263,401
Net occupancy	50,572	42,424	46,542	45,771	45,661
Equipment	42,711	45,639	40,188	38,766	41,073
Intangible assets and MSR amortization	23,664	41,387	26,094	23,855	23,335
Federal deposit insurance	3,190	7,662	1,470	24,217	24,320

Taxes other than income	14,630	13,796	12,856	13,107	13,098
Other	152,222	148,031	151,006	131,532	142,463
.....					
Total noninterest expense before special charges	565,646	565,901	547,435	542,663	553,351
Special charges		259,926			
.....					
Total	\$565,646	\$825,827	\$547,435	\$542,663	\$553,351
=====					

PNC BANK CORP. AND SUBSIDIARIES
Consolidated Balance Sheet

<TABLE>
<CAPTION>

	March 31 1996	December 31 1995	March 31 1995
Dollars in millions, except share data			
.....			
<S>	<C>	<C>	<C>
ASSETS			
Cash and due from banks	\$3,251	\$3,679	\$3,490
Short-term investments	1,170	1,611	1,253
Loans held for sale	1,369	659	437
Securities available for sale	14,692	15,839	3,915
Investment securities, fair value of \$18,846			19,572
Loans, net of unearned income of \$380, \$403 and \$389	48,800	48,653	44,192
Allowance for credit losses	(1,225)	(1,259)	(1,318)
.....			
Net loans	47,575	47,394	42,874
Goodwill and other intangibles	1,019	997	742
Mortgage servicing rights	316	268	287
Other	3,276	2,957	3,180
.....			
Total assets	\$72,668	\$73,404	\$75,750
=====			
LIABILITIES			
Deposits			
Noninterest-bearing	\$9,899	\$10,707	\$9,177
Interest-bearing	35,722	36,192	34,421
.....			
Total deposits	45,621	46,899	43,598
Borrowed funds			
Federal funds purchased	3,434	3,817	2,987
Repurchase agreements	2,754	2,851	7,981
Commercial paper	447	753	825
Other	1,369	1,244	2,996
.....			
Total borrowed funds	8,004	8,665	14,789
Notes and debentures	11,448	10,398	9,972
Other	1,809	1,674	1,633
.....			
Total liabilities	66,882	67,636	69,992
SHAREHOLDERS' EQUITY			
Preferred stock	1	1	51
Common stock-\$5 par value			
Authorized: 450,000,000 shares			
Issued: 341,858,521, 340,863,348 and 344,209,552 shares	1,709	1,704	1,721
Capital surplus	563	545	694
Retained earnings	3,689	3,571	3,620
Deferred benefit expense	(77)	(79)	(83)
Net unrealized securities gains (losses)	(98)	26	(68)
Common stock held in treasury at cost:			
15,291 and 7,598,485 shares	(1)	-	(177)
.....			
Total shareholders' equity	5,786	5,768	5,758
.....			
Total liabilities and shareholders' equity	\$72,668	\$73,404	\$75,750
=====			
COMMON SHAREHOLDERS' EQUITY	\$5,769	\$5,750	\$5,690
=====			

</TABLE>

PNC BANK CORP. AND SUBSIDIARIES
Condensed Consolidated Average Balance Sheet

<TABLE>
<CAPTION>

Three months ended In millions	March 31 1996	December 31 1995	September 30 1995	June 30 1995	March 31 1995
<S>	<C>	<C>	<C>	<C>	<C>
ASSETS					
Interest-earning assets					
Short-term investments	\$1,102	\$950	\$815	\$1,042	\$1,333
Securities available for sale	14,818	9,349	3,222	3,754	4,206
Investment securities		10,101	18,823	19,383	19,778
Loans, net of unearned income					
Consumer	13,370	13,188	11,822	11,603	11,520
Residential mortgage	11,619	11,462	11,066	10,629	10,060
Commercial	16,806	16,590	15,914	15,620	15,139
Commercial real estate	4,885	5,029	5,096	5,016	5,034
Other	1,945	2,035	1,748	1,897	1,957
Total loans, net of unearned income	48,625	48,304	45,646	44,765	43,710
Other interest-earning assets	1,160	977	952	551	459
Total interest-earning assets	65,705	69,681	69,458	69,495	69,486
Other	6,028	6,026	5,808	5,848	5,355
Total assets	\$71,733	\$75,707	\$75,266	\$75,343	\$74,841
LIABILITIES					
Interest-bearing liabilities					
Deposits	\$35,872	\$36,577	\$35,945	\$35,407	\$34,954
Borrowed funds	7,823	11,511	14,016	14,140	13,902
Notes and debentures	11,068	10,637	8,829	9,586	10,109
Total interest-bearing liabilities	54,763	58,725	58,790	59,133	58,965
Noninterest-bearing deposits	9,681	9,639	9,132	8,958	8,713
Other	1,525	1,450	1,542	1,525	1,453
Total liabilities	65,969	69,814	69,464	69,616	69,131
SHAREHOLDERS' EQUITY	5,764	5,893	5,802	5,727	5,710
Total liabilities and shareholders' equity	\$71,733	\$75,707	\$75,266	\$75,343	\$74,841
COMMON SHAREHOLDERS' EQUITY	\$5,747	\$5,875	\$5,784	\$5,660	\$5,641

PNC BANK CORP. AND SUBSIDIARIES
Asset Quality Data

<TABLE>
<CAPTION>

LOAN PORTFOLIO

In millions	March 31 1996	December 31 1995	September 30 1995	June 30 1995	March 31 1995
<S>	<C>	<C>	<C>	<C>	<C>
Consumer	\$13,566	\$13,539	\$11,954	\$11,930	\$11,641
Residential mortgage	11,620	11,689	11,444	10,999	10,518
Commercial	16,950	16,812	15,789	16,010	15,401
Commercial real estate					
Commercial mortgage	2,737	2,775	2,799	2,838	2,833
Real estate project	2,137	2,139	2,261	2,233	2,153
Other	2,170	2,102	2,044	1,874	2,035
Total loans	49,180	49,056	46,291	45,884	44,581
Unearned income	(380)	(403)	(390)	(393)	(389)
Loans, net of unearned income	\$48,800	\$48,653	\$45,901	\$45,491	\$44,192

</TABLE>

<TABLE>
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ALLOWANCE FOR CREDIT LOSSES

Three months ended In millions	March 31 1996	December 31 1995	September 30 1995	June 30 1995	March 31 1995
<S>	<C>	<C>	<C>	<C>	<C>
Beginning balance	\$1,259	\$1,285	\$1,300	\$1,318	\$1,352
Charge-offs	(55)	(77)	(48)	(53)	(62)
Recoveries	21	22	31	27	26
Net charge-offs	(34)	(55)	(17)	(26)	(36)
Provision for credit losses		1	2	2	1
Acquisitions		28		6	1
Ending balance	\$1,225	\$1,259	\$1,285	\$1,300	\$1,318

</TABLE>

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NONPERFORMING ASSETS

	March 31	December 31	September 30	June 30	March 31
In millions	1996	1995	1995	1995	1995
<S>	<C>	<C>	<C>	<C>	<C>
Nonaccrual loans					
Commercial	\$141	\$118	\$126	\$148	\$193
Commercial real estate					
Commercial mortgage	116	108	109	113	107
Real estate project	40	45	89	103	81
Consumer	7	10	17	14	16
Residential mortgage	51	54	55	54	54
Total nonaccrual loans	355	335	396	432	451
Restructured loans	17	23	45	45	46
Total nonperforming loans	372	358	441	477	497
Foreclosed assets					
Commercial real estate	98	105	115	119	122
Residential	26	24	25	26	29
Other	44	49	50	51	54
Total foreclosed assets	168	178	190	196	205
Total nonperforming assets	\$540	\$536	\$631	\$673	\$702

</TABLE>