

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13G
(RULE 13d-102)

INFORMATION STATEMENT PURSUANT TO RULES 13d-1 AND 13d-2
UNDER THE SECURITIES EXCHANGE ACT OF 1934
(AMENDMENT NO. 4)

Penn Engineering & Manufacturing Corp.

(Name of Issuer)

Class A Common Stock

(Title of Class of Securities)

707389-102

(CUSIP Number)

CUSIP No. 707389-102

Page 1 of 6 Pages

1) Names of Reporting Persons S.S. or I.R.S. Identification Nos. of above persons
PNC Bank Corp. 25-1435979

2) Check the Appropriate Box if a Member of a Group (See Instructions)
a)
b)

3) SEC USE ONLY

4) Citizenship or Place of Organization Pennsylvania

Number of Shares Beneficially Owned By Each Reporting Person With	5) Sole Voting Power	98,772
	6) Shared Voting Power	112,750

	7) Sole Dispositive Power	0
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	8) Shared Dispositive Power	211,222
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9) Aggregate Amount Beneficially Owned by Each Reporting Person
211,522

10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11) Percent of Class Represented by Amount in Row (9) 12.4

12) Type of Reporting Person (See Instructions) HC

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Page 2 of 6 Pages

- 1) Names of Reporting Persons S.S. or I.R.S. Identification Nos. of above persons
PNC Bancorp, Inc. 51-0326854
- 2) Check the Appropriate Box if a Member of a Group (See Instructions)
a) []
b) []
- 3) SEC USE ONLY

4) Citizenship or Place of Organization Delaware

Number of Shares Beneficially Owned By Each Reporting Person With	5) Sole Voting Power	98,772
	6) Shared Voting Power	112,750

	7) Sole Dispositive Power	0
--	---------------------------	---

	8) Shared Dispositive Power	211,222
--	-----------------------------	---------

9) Aggregate Amount Beneficially Owned by Each Reporting Person
211,522

10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) []

11) Percent of Class Represented by Amount in Row (9) 12.4

12) Type of Reporting Person (See Instructions) HC

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Page 3 of 6 Pages

- 1) Names of Reporting Persons S.S. or I.R.S. Identification Nos. of above persons
PNC Bank, National Association 22-1146430*

2) Check the Appropriate Box if a Member of a Group (See Instructions)

- a) []
- b) []

3) SEC USE ONLY

4) Citizenship or Place of Organization United States

Number of Shares Beneficially Owned By Each Reporting Person With

5) Sole Voting Power	98,772
6) Shared Voting Power	112,750

7) Sole Dispositive Power 0

8) Shared Dispositive Power 211,222

9) Aggregate Amount Beneficially Owned by Each Reporting Person 211,522

10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) []

11) Percent of Class Represented by Amount in Row (9) 12.4

12) Type of Reporting Person (See Instructions) BK

* Reflects the September 6, 1996 merger of PNC Bank, National Association, with and into Midlantic Bank, National Association, with the surviving bank continuing under the name "PNC Bank, National Association."

ITEM 4 - OWNERSHIP:

The following information is as of December 31, 1996:

- (a) Amount Beneficially Owned: 211,522 shares
- (b) Percent of Class: 12.4*
- (c) Number of shares to which such person has:
 - (i) sole power to vote or to direct the vote 98,772
 - (ii) shared power to vote or to direct the vote 112,750
 - (iii) sole power to dispose or to direct the disposition of 0
 - (iv) shared power to dispose or to direct the disposition of 211,222

* At December 31, 1996, PNC Bank, National Association also held in one or more accounts 382,066 shares of nonvoting common stock of the Issuer.

ITEM 10 - CERTIFICATION.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired in the ordinary course of business and were not acquired for the purpose of and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purposes or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 14, 1997

Date

/s/ ROBERT L. HAUNSCHILD

Signature - PNC Bank Corp.

Robert L. Haunschild, Senior Vice President
and Chief Financial Officer

Name/Title

February 14, 1997

Date

/s/ PAUL L. AUDET

Signature - PNC Bancorp, Inc.

Paul L. Audet, Vice President

Name/Title

February 14, 1997

Date

/s/ THOMAS R. MOORE

Signature - PNC Bank, National Association

Thomas R. Moore, Vice President
and Assistant Secretary

Name/Title

AN AGREEMENT TO FILE A JOINT
STATEMENT WAS PREVIOUSLY FILED
AS EXHIBIT A TO AMENDMENT NO. 2.