

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 10-K/A  
(AMENDMENT NO. 1)

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934

FOR THE YEAR ENDED DECEMBER 31, 1996

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OF THE  
SECURITIES EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

COMMISSION FILE NUMBER 1-9718

PNC BANK CORP.

(Exact name of registrant as specified in its charter)

PENNSYLVANIA  
(State or other jurisdiction of  
incorporation or organization)

25-1435979  
(I.R.S. Employer  
Identification No.)

ONE PNC PLAZA  
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)

By filing this amendment ("Amendment No. 1"), the undersigned registrant hereby amends its Annual Report on Form 10-K for the year ended December 31, 1996 ("1996 Form 10-K"), to include, as permitted by Rule 15d-21 under the Securities Exchange Act of 1934, as amended ("Exchange Act"), the financial statements and exhibits required by Form 11-K with respect to the PNC Bank Corp. Incentive Savings Plan, as amended ("PNC Plan") and the Midlantic Savings and Investment Plan, as amended ("Midlantic Plan"). Effective January 1, 1997 the Midlantic Plan merged with and into the PNC Plan.

In accordance with Rule 12b-15 of the Exchange Act, Item 14 of Part IV of the 1996 Form 10-K is hereby amended and restated to read in its entirety as follows:

PART IV

ITEM 14 - EXHIBITS, FINANCIAL STATEMENT SCHEDULES AND REPORTS ON FORM 8-K

The following report of independent auditors of the Corporation and consolidated financial statements, included in the Annual Report to Shareholders at the page indicated, are incorporated herein by reference.

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As permitted by Rule 15d-21 of the Exchange Act, the following financial statements of the PNC Plan and Midlantic Plan and reports of independent auditors thereon are filed with Amendment No. 1 at the page indicated.

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-----		
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FINANCIAL STATEMENT SCHEDULES

-----  
Not applicable.

REPORTS ON FORM 8-K

-----  
The following reports on Form 8-K were filed during the quarter ended December 31, 1996, or thereafter:

Form 8-K dated as of October 7, 1996, reporting a public offering of 6,000,000 shares by the Corporation of a newly authorized series of Preferred Stock, filed pursuant to Item 5.

Form 8-K dated as of October 10, 1996, reporting the Corporation's consolidated financial results for the three and nine months ended September 30, 1996, filed pursuant to Item 5.

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Form 8-K dated as of January 15, 1997, reporting the Corporation's consolidated financial results for the three months and year ended December 31, 1996, filed pursuant to Item 5.

EXHIBITS

-----  
The exhibits listed on the Exhibit Index on pages 41 and 42 of this Form 10-K/A are filed herewith or are incorporated herein by reference.

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PNC Bank Corp.  
Incentive Savings Plan

Audited Financial Statements

Years ended December 31, 1996 and 1995

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Administrative Committee  
PNC Bank Corp.  
Incentive Savings Plan

We have audited the accompanying statements of net assets available for plan benefits of the PNC Bank Corp. Incentive Savings Plan (Plan) as of December 31, 1996 and 1995, and the related statements of changes in net assets available for plan benefits for the years then ended. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with generally accepted auditing standards. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for plan benefits of the Plan at December 31, 1996 and 1995, and the changes in its net assets available for plan benefits for the years then ended, in conformity with generally accepted accounting principles.

Our audits were made for the purpose of forming an opinion on the basic financial statements taken as a whole. The accompanying supplemental schedules of assets held for investment as of December 31, 1996, and reportable transactions for the year ended December 31, 1996, are presented for purposes of complying with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, and are not a required part of the basic financial statements. The supplemental schedules have been subjected to the auditing procedures applied in our audit of the basic financial statements and, in our opinion, are fairly stated in all material respects in relation to the basic financial statements taken as a whole.

June 25, 1997

PNC Bank Corp.  
Incentive Savings Plan

Statements of Net Assets Available for Plan Benefits

<TABLE>  
<CAPTION>

	DECEMBER 31	
	1996	1995
<S>	<C>	<C>
<b>ASSETS</b>		
Investments at fair value:		
PNC Bank Corp. common stock (1996 cost--\$248,214,481; 1995 cost--\$258,667,697)	\$462,310,868	\$411,707,599
PNC Bank Corp. preferred stock (1996 cost--\$7,080; 1995 cost--\$8,247)	42,607	42,224
Short-term investment funds (1996 cost--\$65,444,777; 1995 cost--\$67,302,448)	65,444,777	67,302,448
Registered investment companies (1996 cost--\$185,152,570; 1995 cost--\$147,451,321)	201,377,398	161,214,839
Participant loans, at current outstanding principal balance	27,423,234	22,417,465
Other (1996 cost--\$355,177)	329,144	-
Total investments	756,928,028	662,684,575
Contribution receivable	1,669,984	1,137,814
Accrued income	321,061	342,424
Other accruals	1,023,084	3,341,963
Total assets	759,942,157	667,506,776

LIABILITIES

ESOP note payable to PNC Bank Corp.	67,700,000	84,600,000
Accrued interest payable	2,139,443	2,474,860
	-----	-----
Net assets available for plan benefits	\$690,102,714	\$580,431,916
	=====	=====

</TABLE>

See accompanying notes.

PNC Bank Corp.  
Incentive Savings Plan

Statements of Changes in Net Assets Available for Plan Benefits

<TABLE>  
<CAPTION>

	YEAR ENDED DECEMBER 31	
	<C> 1996	<C> 1995
	-----	-----
<S> Additions:		
Investment income:		
Interest	\$ 5,177,885	\$ 6,521,484
Dividends:		
PNC Bank Corp.	17,926,106	18,717,784
Other	17,173,609	9,700,904
	-----	-----
	40,277,600	34,940,172
Contributions (employer):		
Cash	12,298,198	9,461,406
PNC Bank Corp. Common Stock	-	5,081,098
Contributions (employee)	28,243,234	26,821,384
	-----	-----
Total additions	80,819,032	76,304,060
Deductions:		
Payments to participants or beneficiaries	50,052,313	51,796,135
ESOP note interest expense	4,309,434	4,949,720
	-----	-----
Total deductions	54,361,747	56,745,855
Net realized and unrealized appreciation in fair value of investments	75,699,053	160,333,717
Net assets received in mergers/divestitures	7,514,460	12,305,278
	-----	-----
Net increase	109,670,798	192,197,200
Net assets available for plan benefits at beginning of year	580,431,916	388,234,716
	-----	-----
Net assets available for plan benefits at end of year	\$690,102,714	\$580,431,916
	=====	=====

</TABLE>

See accompanying notes.

PNC Bank Corp.  
Incentive Savings Plan

Notes to Financial Statements

December 31, 1996

1. SIGNIFICANT ACCOUNTING POLICIES

VALUATION

Marketable securities are stated at fair value. Securities are valued at the last public sale price of the securities listed on the New York Stock Exchange. If no sales were reported, and in the case of securities traded over the counter, the last bid price at the close of business is used. The value of any security not listed or quoted on any exchange is determined by the last closing bid price, reference to the bid price of any published quotations in common use, or by the quotation of a reputable broker. For certain investments that do

not have an established fair value, such value is established based on the opinion of the trustee.

The fair value of the participation units in the short-term investment funds and registered investment companies are based on quoted redemption values on the last business day of the plan year. Loans are valued at the amount of principal outstanding.

The Plan's assets are concentrated in the stock and bond markets. Realization of the respective values shown on the Statements of Net Assets Available for Plan Benefits is subject to the results of these markets.

The preparation of financial statements, in conformity with generally accepted accounting principles, requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results may differ from such estimates and such differences may be material to the financial statements.

## 2. DESCRIPTION OF THE PLAN

PNC Bank Corp. (PNC Bank) is the sponsor of the Incentive Savings Plan ("PNC Plan"). The Plan covers substantially all eligible salaried employees of PNC Bank and certain subsidiaries.

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PNC Bank Corp.  
Incentive Savings Plan

Notes to Financial Statements (continued)

## 2. DESCRIPTION OF THE PLAN (CONTINUED)

The PNC Plan allows participants to contribute from 1 to 15 percent of their biweekly base compensation on a pretax 401(k) basis. PNC Bank matches 100 percent of employee contributions up to 6 percent of base compensation, subject to Internal Revenue Service (IRS) limitations. Participants are fully vested in their balances, including the employer contributions. PNC Plan income is allocated to participants based on an average participant investment balance on a quarterly basis.

Participants in the PNC Plan may invest any voluntary contributions and balances rolled over from any prior plans in any of four investment options: Fund A (an equity fund), Fund B (an intermediate-term income fund), Fund C (a short-term fixed income fund), and Fund D (PNC Bank Corp. common stock fund). At December 31, total participants in each fund were as follows:

<TABLE>  
<CAPTION>

	1996	1995
<S>	<C>	<C>
Fund A	10,118	10,433
Fund B	7,668	8,610
Fund C	8,483	9,654
Fund D	14,279	15,597

Employer matching contributions for participants whose age is 55 years or under are made in PNC Bank Common Stock. Participants over age 55 can choose to have their matching contribution made in PNC Bank Corp. Common Stock or in cash to invest in the other three funds.

Benefits to participants for withdrawals requested but yet to be paid were \$17,096,542 and \$9,821,077 at December 31, 1996 and 1995, respectively.

The PNC Plan has a loan feature that allows participants to borrow against their balance in accordance with the loan policies established by the Administrative Committee. Such borrowings are reflected in the Loan Fund. At December 31, 1996, the PNC Plan was committed to fund approximately \$3.7 million in participant loans, of which approximately \$1.5 million represents existing loan refinances. Under certain circumstances, the PNC Plan permits withdrawals by participants.

Although it has not expressed an interest to do so, PNC Bank has the right under the PNC Plan to discontinue contributions at any time and to terminate the PNC Plan subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

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PNC Bank Corp.  
Incentive Savings Plan

Notes to Financial Statements (continued)

2. DESCRIPTION OF THE PLAN (CONTINUED)

The PNC Plan includes a leveraged employee stock ownership plan (ESOP). In September 1989, the ESOP borrowed \$140 million from PNC Bank and purchased approximately 7,350,000 shares of PNC Bank Common Stock through open market purchases. The unallocated shares of PNC Bank Common Stock are pledged as security on the ESOP note. The ESOP shares are used to match a portion of PNC Bank's matching contributions to the PNC Plan.

PNC Bank is obligated to make annual contributions sufficient to fund principal and interest payments on the ESOP note net of investment income and realized gains and losses in the unallocated ESOP fund. Shares of PNC Bank Common Stock allocated to participants totaled 640,782 in 1996 and 743,277 in 1995.

The effective interest rate on the ESOP fixed rate notes was 5.13% in 1996. Principal payments are due on an annual basis and interest payments are due on a semiannual basis. The following is a schedule of debt maturities:

1997	\$20,100,000
1998	23,900,000
1999	23,700,000
	-----
	\$67,700,000
	=====

At December 31, 1996, the ESOP held 3,184,324 unallocated shares of PNC Bank Common Stock with a market value of \$119,810,191 and \$2,160,954 in short-term investment funds. These assets will be used to match future participant contributions.

3. INVESTMENTS

The PNC Plan is comprised of investment funds representing both the employer's and the participants' contributions. Records are maintained to account for the noncontributory and the voluntary portion of each fund.

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PNC Bank Corp.  
Incentive Savings Plan

Notes to Financial Statements (continued)

3. INVESTMENTS (CONTINUED)

Net realized and unrealized appreciation in aggregate fair value of securities was as follows:

<TABLE>  
<CAPTION>

	NET REALIZED AND UNREALIZED APPRECIATION IN FAIR VALUE FOR THE YEAR ENDED DECEMBER 31	
	1996	1995
	-----	-----
<S>	<C>	<C>
PNC Bank Corp. common stock	\$66,279,669	\$139,580,381
PNC Bank Corp. preferred stock	8,729	12,586
Registered investment companies	9,410,655	20,740,750
	-----	-----
	\$75,699,053	\$160,333,717
	=====	=====

</TABLE>

The fair values of individual investments that represent 5 percent or more of the PNC Plan's net assets are as follows:

<TABLE>  
<CAPTION>

	DECEMBER 31	
	1996	1995
	-----	-----
<S>	<C>	<C>
PNC Bank Corp. common stock	\$462,310,868	\$411,707,599
PNC Money Market Portfolio	65,444,777	67,302,448
PNC Managed Income Fund	-	31,003,125
PNC Core Equity Portfolio Fund	-	29,285,309

</TABLE>

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PNC Bank Corp.  
Incentive Savings Plan

Notes to Financial Statements (continued)

3. INVESTMENTS (CONTINUED)

The net assets available for plan benefits for PNC Plan's investment funds were as follows:

<TABLE>  
<CAPTION>

	EQUITY FUND A	INTERMEDIATE- TERM FIXED INCOME-- FUND B	SHORT-TERM FIXED INCOME --FUND C	PNC BANK CORP. STOCK --FUND D
<S>	<C>	<C>	<C>	<C>
December 31, 1996				
Investments at fair value:				
PNC Bank common stock	\$ -	\$ -	\$ -	\$214,097,952
PNC Bank preferred stock	-	-	-	42,607
Short-term investments Compass				
Capital Funds:				
Money Market Portfolio	3,608,542	1,269,510	55,791,123	1,270,280
Registered investment companies PNC				
Funds:				
Small Cap Growth Equity Portfolio	5,915,193	-	-	-
International Equity Portfolio	30,722,695	-	-	-
Small Cap Value Equity Portfolio	5,851,453	-	-	-
International Emerging Markets				
Portfolio	7,252,467	-	-	-
Growth Equity Portfolio	28,051,743	-	-	-
Mid Cap Growth Equity Portfolio	8,734,800	-	-	-
Mid Cap Value Equity Portfolio	8,700,000	-	-	-
Intermediate Term Bond Portfolio	-	20,412,876	-	-
Managed Income Portfolio	-	32,755,855	-	-
Core Equity Portfolio	28,136,804	-	-	-
Value Equity Portfolio	24,843,512	-	-	-
Participant loans	-	-	-	-
Other	-	329,144	-	-
Total investments	151,817,209	54,767,385	55,791,123	215,410,839
Contribution receivable	-	-	-	-
Accrued income	14,716	9,334	246,281	4,858
Due to (from) fund/other assets				
(liabilities)	4,264,879	640,824	4,432,342	2,939,006
Total assets	156,096,804	55,417,543	60,469,746	218,354,703
ESOP note payable	-	-	-	-
Accrued interest payable	-	-	-	-
Net assets available for plan benefits	\$156,096,804	\$55,417,543	\$60,469,746	\$218,354,703

</TABLE>

<TABLE>  
<CAPTION>

	PNC BANK CORP. ALLOCATED ESOP FUND	PNC BANK CORP. UNALLOCATED ESOP FUND	LOAN FUND	TOTAL
<S>	<C>	<C>	<C>	<C>
December 31, 1996				
Investments at fair value:				
PNC Bank common stock	\$128,402,725	\$119,810,191	\$ -	\$462,310,868
PNC Bank preferred stock	-	-	-	42,607
Short-term investments Compass				
Capital Funds:				
Money Market Portfolio	1,082,118	2,160,954	262,250	65,444,777
Registered investment companies PNC				
Funds:				
Small Cap Growth Equity Portfolio	-	-	-	5,915,193
International Equity Portfolio	-	-	-	30,722,695
Small Cap Value Equity Portfolio	-	-	-	5,851,453
International Emerging Markets				
Portfolio	-	-	-	7,252,467
Growth Equity Portfolio	-	-	-	28,051,743

Mid Cap Growth Equity Portfolio	-	-	-	8,734,800
Mid Cap Value Equity Portfolio	-	-	-	8,700,000
Intermediate Term Bond Portfolio	-	-	-	20,412,876
Managed Income Portfolio	-	-	-	32,755,855
Core Equity Portfolio	-	-	-	28,136,804
Value Equity Portfolio	-	-	-	24,843,512
Participant loans	-	-	27,423,234	27,423,234
Other	-	-	-	329,144
<b>Total investments</b>	<b>129,484,843</b>	<b>121,971,145</b>	<b>27,685,484</b>	<b>756,928,028</b>
Contribution receivable	1,669,984	-	-	1,669,984
Accrued income	28,843	15,812	1,217	321,061
Due to (from) fund/other assets (liabilities)	435,601	(7,710,115)	(3,979,453)	1,023,084
<b>Total assets</b>	<b>131,619,271</b>	<b>114,276,842</b>	<b>23,707,248</b>	<b>759,942,157</b>
ESOP note payable	-	(67,700,000)	-	(67,700,000)
Accrued interest payable	-	(2,139,443)	-	(2,139,443)
<b>Net assets available for plan benefits</b>	<b>\$131,619,271</b>	<b>\$ 44,437,399</b>	<b>\$23,707,248</b>	<b>\$690,102,714</b>

</TABLE>

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PNC Bank Corp.  
Incentive Savings Plan

Notes to Financial Statements (continued)

3. INVESTMENTS (CONTINUED)

The net assets available for plan benefits for PNC Plan's investment funds were as follows:

<TABLE>  
<CAPTION>

	EQUITY FUND A	INTERMEDIATE- TERM FIXED INCOME-- FUND B	SHORT-TERM FIXED INCOME --FUND C	PNC BANK CORP. STOCK --FUND D
<S>	<C>	<C>	<C>	<C>
December 31, 1995				
Investments at fair value:				
PNC Bank common stock	\$ -	\$ -	\$ -	\$194,709,309
PNC Bank preferred stock	-	-	-	42,224
Short-term investments PNC Funds:				
Money Market Portfolio	4,015,003	1,625,480	55,358,999	-
Registered investment companies PNC Funds:				
Small Cap Growth Equity Portfolio	7,672,930	-	-	-
International Equity Portfolio	22,319,064	-	-	-
Small Cap Value Equity Portfolio	6,810,828	-	-	-
International Emerging Markets Portfolio	4,185,333	-	-	-
Growth Equity Portfolio	17,151,237	-	-	-
Intermediate Term Bond Portfolio	-	18,139,072	-	-
Managed Income Portfolio	-	31,003,125	-	-
Core Equity Portfolio	29,285,309	-	-	-
Value Equity Portfolio	24,647,941	-	-	-
Participant loans	-	-	-	-
<b>Total investments</b>	<b>116,087,645</b>	<b>50,767,677</b>	<b>55,358,999</b>	<b>194,751,533</b>
Contribution receivable	-	-	-	1,137,814
Accrued income	15,671	6,081	261,423	9,757
Due to (from) fund/other assets (liabilities)	1,662,421	(208,921)	846,119	533,718
<b>Total assets</b>	<b>117,765,737</b>	<b>50,564,837</b>	<b>56,466,541</b>	<b>196,432,822</b>
ESOP note payable	-	-	-	-
Accrued interest payable	-	-	-	-
<b>Net assets available for plan benefits</b>	<b>\$117,765,737</b>	<b>\$50,564,837</b>	<b>\$56,466,541</b>	<b>\$196,432,822</b>



</TABLE>

<TABLE>  
<CAPTION>

	PNC BANK CORP. ALLOCATED ESOP FUND	PNC BANK CORP. UNALLOCATED ESOP FUND	LOAN FUND	TOTAL
<S>	<C>	<C>	<C>	<C>
December 31, 1995				
Investments at fair value:				
PNC Bank common stock	\$93,638,621	\$123,359,669	\$ -	\$411,707,599
PNC Bank preferred stock	-	-	-	42,224
Short-term investments PNC Funds:				
Money Market Portfolio	5,123,759	678,245	500,962	67,302,448
Registered investment companies PNC Funds:				
Small Cap Growth Equity Portfolio	-	-	-	7,672,930
International Equity Portfolio	-	-	-	22,319,064
Small Cap Value Equity Portfolio	-	-	-	6,810,828
International Emerging Markets Portfolio	-	-	-	4,185,333
Growth Equity Portfolio	-	-	-	17,151,237
Intermediate Term Bond Portfolio	-	-	-	18,139,072
Managed Income Portfolio	-	-	-	31,003,125
Core Equity Portfolio	-	-	-	29,285,309
Value Equity Portfolio	-	-	-	24,647,941
Participant loans	-	-	22,417,465	22,417,465
Total investments	98,762,380	124,037,914	22,918,427	662,684,575
Contribution receivable	-	-	-	1,137,814
Accrued income	20,207	26,671	2,614	342,424
Due to (from) fund/other assets (liabilities)	(1,663,861)	2,172,487	-	3,341,963
Total assets	97,118,726	126,237,072	22,921,041	667,506,776
ESOP note payable	-	(84,600,000)	-	(84,600,000)
Accrued interest payable	-	(2,474,860)	-	(2,474,860)
Net assets available for plan benefits	\$97,118,726	\$ 39,162,212	\$22,921,041	\$580,431,916

</TABLE>

PNC Bank Corp.  
Incentive Savings Plan

Notes to Financial Statements (continued)

3. INVESTMENTS (CONTINUED)

The changes in net assets available for plan benefits for PNC Plan's investment funds were as follows:

<TABLE>  
<CAPTION>

	EQUITY FUND A	INTERMEDIATE- TERM FIXED INCOME-- FUND B	SHORT-TERM FIXED INCOME --FUND C	PNC BANK CORP. STOCK --FUND D
<S>	<C>	<C>	<C>	<C>
Year ended December 31, 1996				
Net assets available for plan benefits at January 1, 1996				
	\$117,765,737	\$50,564,837	\$56,466,541	\$196,432,822
Additions:				
Interest and dividends	14,223,180	3,117,454	2,986,829	8,485,432
Contributions:				
Employer	388,627	210,492	334,080	-
Employee	12,168,014	4,732,087	4,339,927	5,962,823
Rollover	621,723	174,936	117,984	125,740
Deductions:				
Payments to participants or				

beneficiaries	(10,373,636)	(4,327,773)	(7,096,642)	(18,739,547)
Net transfers	9,393,905	363,674	1,066,451	(8,850,524)
ESOP activity:				
Interest expense	-	-	-	-
Other ESOP activity	-	-	-	274,593
Net realized and unrealized appreciation (depreciation)	10,559,150	(1,148,495)	-	31,567,066
Net assets received in mergers (divestitures)	1,350,104	1,730,331	2,254,577	3,096,298
-----				
Net assets available for plan benefits at December 31, 1996	\$156,096,804	\$55,417,543	\$60,469,746	\$218,354,703
=====				

</TABLE>

<TABLE>  
<CAPTION>

	PNC BANK CORP. ALLOCATED ESOP FUND	PNC BANK CORP. UNALLOCATED ESOP FUND	LOAN FUND	TOTAL
	-----	-----	-----	-----
<S>	<C>	<C>	<C>	<C>
Year ended December 31, 1996				
-----				
Net assets available for plan benefits at January 1, 1996	\$ 97,118,726	\$39,162,212	\$22,921,041	\$580,431,916
Additions:				
Interest and dividends	4,468,745	5,111,344	1,884,616	40,277,600
Contributions:				
Employer	-	11,365,000	-	12,298,198
Employee	-	-	-	27,202,851
Rollover	-	-	-	1,040,383
Deductions:				
Payments to participants or beneficiaries	(9,177,493)	-	(337,222)	(50,052,313)
Net transfers	(1,013,995)	-	(959,511)	-
ESOP activity:				
Interest expense	-	(4,309,434)	-	(4,309,434)
Other ESOP activity	22,536,507	(22,811,100)	-	-
Net realized and unrealized appreciation (depreciation)	18,801,955	15,919,377	-	75,699,053
Net assets received in mergers (divestitures)	(1,115,174)	-	198,324	7,514,460
-----				
Net assets available for plan benefits at December 31, 1996	\$131,619,271	\$44,437,399	\$23,707,248	\$690,102,714
=====				

</TABLE>

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PNC Bank Corp.  
Incentive Savings Plan

Notes to Financial Statements (continued)

3. INVESTMENTS (CONTINUED)

The changes in net assets available for plan benefits for PNC Plan's investment funds were as follows:

<TABLE>  
<CAPTION>

	EQUITY FUND A	INTERMEDIATE- TERM FIXED INCOME-- FUND B	SHORT-TERM FIXED INCOME --FUND C	PNC BANK CORP. STOCK --FUND D
	-----	-----	-----	-----
<S>	<C>	<C>	<C>	<C>
Year ended December 31, 1995				
-----				
Net assets available for plan benefits at January 1, 1995	\$84,844,684	\$41,241,523	\$56,055,165	\$128,538,629
Additions:				
Interest and dividends	7,078,293	3,393,605	3,301,774	8,115,915
Contributions:				

Employer	337,875	234,303	364,228	5,081,098
Employee	10,853,233	5,054,317	4,968,154	5,945,680
Deductions:				
Payments to participants or beneficiaries	(9,401,501)	(5,443,852)	(9,734,173)	(16,950,926)
Net transfers	3,264,705	565,126	(1,889,202)	(1,724,997)
ESOP activity:				
Interest expense	-	-	-	-
Other ESOP activity	-	-	-	(2,666,394)
Net realized and unrealized appreciation	17,252,318	3,488,432	-	66,770,788
Net assets received in mergers	3,536,130	2,031,383	3,400,595	3,323,029
-----				
Net assets available for plan benefits at December 31, 1995	\$117,765,737	\$50,564,837	\$56,466,541	\$196,432,822
=====				

</TABLE>

<TABLE>  
<CAPTION>

	PNC BANK CORP. ALLOCATED ESOP FUND	PNC BANK CORP. UNALLOCATED ESOP FUND	LOAN FUND	TOTAL
	<C>	<C>	<C>	<C>
-----				
<S> Year ended December 31, 1995				
-----				
Net assets available for plan benefits at January 1, 1995	\$58,971,446	\$ (6,388,673)	\$24,971,942	\$388,234,716
Additions:				
Interest and dividends	3,755,857	7,643,759	1,650,969	34,940,172
Contributions:				
Employer	-	8,525,000	-	14,542,504
Employee	-	-	-	26,821,384
Deductions:				
Payments to participants or beneficiaries	(6,547,113)	-	(3,718,570)	(51,796,135)
Net transfers	(1,533,238)	1,315,047	2,559	-
ESOP activity:				
Interest expense	-	(4,949,720)	-	(4,949,720)
Other ESOP activity	10,336,081	(7,669,687)	-	-
Net realized and unrealized appreciation	32,135,693	40,686,486	-	160,333,717
Net assets received in mergers	-	-	14,141	12,305,278
-----				
Net assets available for plan benefits at December 31, 1995	\$97,118,726	\$39,162,212	\$22,921,041	\$580,431,916
=====				

</TABLE>

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PNC Bank Corp.  
Incentive Savings Plan

Notes to Financial Statements (continued)

4. TRANSACTIONS WITH PARTIES-IN-INTEREST

The asset management group of PNC Bank, N.A., a wholly owned indirect subsidiary of PNC Bank, administers the plan assets, maintains discretionary investment power, and is the safekeeping agent. PNC Bank pays administrative costs incurred by the PNC Plan. The asset management group of PNC Bank, Ohio, N.A., a wholly owned indirect subsidiary of PNC Bank, administers the ESOP assets of the PNC Plan. The PNC Plan also holds shares of registered investment companies (Compass Capital Funds, formerly PNC Funds) which are sponsored and administered by wholly owned subsidiaries of PNC Bank or its subsidiaries.

5. INCOME TAX STATUS

The Internal Revenue Service ruled June 21, 1995 that the PNC Plan qualifies under Section 401(a) of the Internal Revenue Code (IRC) and, therefore, the related trust is not subject to tax under present income tax law. Once qualified, the PNC Plan is required to operate in conformity with the IRC to maintain its qualification. The Plan Administrator is not aware of any course of action or series of events that have occurred that might adversely affect PNC Plan's qualified status.

6. PLAN MERGERS AND DIVESTITURES

In 1996, defined contribution plans for Chemical Bank NJ, N.A. and Project Management Systems were merged into the Plan, with assets of \$14,000,000 and \$225,000, respectively.

As of July 1, 1996, a new defined contribution plan, known as the PNC Retirement Savings Plan, was developed for employees of PNC Mortgage Corp. of America, a wholly owned indirect subsidiary of PNC Bank, and its related affiliates. These employees were previously eligible to participate in the Incentive Savings Plan. Assets previously invested through the Incentive Savings Plan were transferred to the PNC Retirement Savings Plan for all applicable employees who did not meet the grandfathering requirements set forth by the plan and those grandfathered employees who elected to participate in the PNC Retirement Savings Plan. As participants are not permitted to contribute to both plans, all contributions subsequent to June 30, 1996, are included in the PNC Retirement Savings Plan assets. Approximately \$7.1 million in assets held for 2,246 participants were transferred from the PNC Plan to the PNC Retirement Savings Plan effective July 1, 1997.

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PNC Bank Corp.  
Incentive Savings Plan

Notes to Financial Statements (continued)

7. SUBSEQUENT EVENT

On January 1, 1997, The Midlantic Savings and Investment Plan, a defined contribution plan, was merged into the PNC Plan, adding approximately 3,500 new participants and assets totaling \$85 million.

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PNC Bank Corp.  
Incentive Savings Plan

Schedule of Assets Held for Investment

December 31, 1996

<TABLE>  
<CAPTION>

IDENTITY OF ISSUE, BORROWER, OR SIMILAR ENTITY	DESCRIPTION OF INVESTMENT	COST	FAIR VALUE
<S>	<C>	<C>	<C>
EQUITY--FUND A			
Registered Investment Companies			
-----			
Compass Capital Funds--Small Cap Growth Equity Portfolio Fund 093 Institutional Class			
	299,655 shares	\$ 3,664,613	\$ 5,915,193
Compass Capital Funds--International Equity Portfolio Fund 065 Institutional Class			
	2,331,009 shares	30,113,880	30,722,695
Compass Capital Funds--Small Cap Value Equity Portfolio Fund 046 Institutional Class			
	386,490 shares	5,392,195	5,851,453
Compass Capital Funds--International Emerging Markets Portfolio Fund 015 Institutional Class			
	838,436 shares	7,056,755	7,252,467
Compass Capital Funds--Growth Equity Portfolio Fund 029 Institutional Class			
	1,899,238 shares	22,329,085	28,051,743
Compass Capital Funds--Core Equity Portfolio Fund 095 Institutional Class			
	1,832,117 shares	22,110,735	24,843,512

</TABLE>

18

Schedule of Assets Held for Investment (continued)

<TABLE>  
<CAPTION>

IDENTITY OF ISSUE, BORROWER, OR SIMILAR ENTITY	DESCRIPTION OF INVESTMENT	COST	FAIR VALUE
---	------------------------------	------	------------

<S>	<C>	<C>	<C>
Compass Capital Funds--Value Equity Portfolio Fund 089 Institutional Class	1,984,260 shares	\$ 24,839,414	\$ 28,136,804
Compass Capital Funds--Mid Cap Growth Equity Portfolio Fund 044 Institutional Class	870,000 shares	8,700,000	8,734,800
Compass Capital Funds--Mid Cap Equity Portfolio Fund 035 Institutional Class	870,000 shares	8,700,000	8,700,000
Interest-Bearing Cash			
Compass Capital Money Market Institutional Class	3,608,542 shares	3,608,542	3,608,542
Total Equity--Fund A		\$136,515,219	\$151,817,209

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Schedule of Assets Held for Investment (continued)

<S>	<C>	<C>	<C>
INTERMEDIATE-TERM FIXED INCOME--FUND B			
Registered Investment Companies			
Compass Capital Funds--Intermediate Term Bond Portfolio Fund 090 Institutional Class	2,171,583 shares	\$ 20,054,901	\$ 20,412,876
Compass Capital Funds--Managed Income Portfolio Fund 013 Institutional Class	3,192,579 shares	32,190,992	32,755,855
Interest-Bearing Cash			
PNC Money Market Institutional Class	1,269,510 shares	1,269,510	1,269,510
Other	234,303 shares	355,177	329,144
Total Intermediate-Term Fixed Income--Fund B		\$ 53,870,580	\$ 54,767,385

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Schedule of Assets Held for Investment (continued)

<S>	<C>	<C>	<C>
SHORT-TERM FIXED INCOME--FUND C			
Interest-Bearing Cash			
PNC Money Market Institutional Class	55,791,123 shares	\$ 55,791,123	\$ 55,791,123
PNC BANK CORP. STOCK--FUND D			
Common Stock			
PNC Bank Corp.	5,690,311 shares	121,997,222	214,097,952
Preferred Stock			
PNC Bank Corp.	679 shares	7,080	42,607

Interest-Bearing Cash			
-----			
PNC Money Market			
Institutional Class	1,270,280 shares	1,270,280	1,270,280
-----			
Total PNC Bank Corp. Stock--			
Fund D		\$ 123,274,582	\$ 215,410,839

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Schedule of Assets Held for Investment (continued)

<TABLE>			
<CAPTION>			
IDENTITY OF ISSUE, BORROWER, OR SIMILAR ENTITY	DESCRIPTION OF INVESTMENT	COST	FAIR VALUE
-----			
<S>	<C>	<C>	<C>
ESOP ACCOUNT			
Common Stock			
-----			
PNC Bank Corp:			
Allocated Account	3,412,697 shares	\$ 65,938,401	\$128,402,725
Unallocated Account	3,184,324 shares	60,278,858	119,810,191
Interest-Bearing Cash			
-----			
PNC Money Market			
Institutional Class	3,243,072 shares	3,243,072	3,243,072
-----			
Total ESOP Account		\$ 129,460,331	\$251,455,988

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Schedule of Assets Held for Investment (continued)

<TABLE>			
<CAPTION>			
IDENTITY OF ISSUE, BORROWER, OR SIMILAR ENTITY	DESCRIPTION OF INVESTMENT	COST	FAIR VALUE
-----			
<S>	<C>	<C>	<C>
LOAN FUND			
Installment Loans			
-----			
	March 1992 through December 1996; rates ranging from 6.00% to 10.00%; maturing January 1, 1997 through January 17, 2002		
		\$ 24,299,686	\$ 24,299,686
Mortgage Loans			
	January 1989 through December 1996; rates ranging from 6.00% to 11.50%; maturing January 1, 1997 through January 19, 2012		
		3,123,548	3,123,548
		27,423,234	27,423,234
PNC Money Market			
-----			
Institutional Class	378,090 shares	262,250	262,250
-----			
Total Loan Fund		27,685,484	27,685,484
-----			
Total PNC Bank Corp. Incentive Savings Plan		\$526,597,319	\$756,928,028
=====			

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Incentive Savings Plan  
Schedule of Reportable Transactions  
Year ended December 31, 1996

<TABLE>  
<CAPTION>

DESCRIPTION OF ASSETS	PURCHASE PRICE	SELLING PRICE	COST OF ASSETS	FAIR VALUE OF ASSETS ON TRANSACTION DATE	NET GAIN (LOSS)
-----					
<S>		<C>	<C>	<C>	<C>
Category (iii)--Series of securities transactions					
-----					
PNC Money Market Portfolio #1 Institutional Class					
-----					
122,982,289 shares	\$122,982,289	\$ --	\$122,982,289	\$122,982,289	\$ --
125,838,253 shares	--	125,838,253	125,838,253	125,838,253	--
PNC Bank Corp. Common Stock					
-----					
922,708 shares	28,742,051	--	28,742,051	28,742,051	--
629,352 shares	--	19,815,752	13,094,578	19,815,752	6,721,174

</TABLE>

There were no category (i), (ii) or (iv) reportable transactions during 1996.

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Midlantic Savings and Investment Plan  
Audited Financial Statements

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<TABLE>

<S> <C>

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Audited Financial Statements

Statements of Net Assets Available for Plan Benefits as of  
December 31, 1996 and 1995.....27

Statements of Changes in Net Assets Available for Plan Benefits  
for the years ended December 31, 1995.....28

Notes to Financial Statements.....29

Schedules

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Schedule of Reportable Transactions .....39

</TABLE>

Report of Independent Auditors

Administrative Committee  
Midlantic Savings and Investment Plan

We have audited the accompanying statements of net assets available for plan benefits of the Midlantic Savings and Investment Plan (Plan) as of December 31, 1996 and 1995, and the related statements of changes in net assets available for plan benefits for the years then ended. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with generally accepted auditing standards. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan at

December 31, 1996 and 1995, and the changes in its net assets available for benefits for the years then ended, in conformity with generally accepted accounting principles.

Our audits were made for the purpose of forming an opinion on the basic financial statements taken as a whole. The accompanying supplemental schedules of assets held for investment as of December 31, 1996, and reportable transactions for the year ended December 31, 1996, are presented for purposes of complying with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, and are not a required part of the basic financial statements. The supplemental schedules have been subjected to the auditing procedures applied in our audits of the basic financial statements and, in our opinion, are fairly stated in all material respects in relation to the basic financial statements taken as a whole.

June 23, 1997  
Pittsburgh, Pennsylvania

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Midlantic Savings and Investment Plan  
Statements of Net Assets Available for Plan Benefits

<TABLE>  
<CAPTION>

	DECEMBER 31	
	1996	1995
	-----	-----
<S>	<C>	<C>
ASSETS		
Investments at fair value:		
PNC Bank Corp. common stock (1996 cost--\$17,744,532; 1995 cost--\$20,937,356)	\$ 49,354,479	\$53,231,585
Registered investment companies:		
Compass Capital Funds		
Growth Equity Portfolio (1996 cost--\$8,614,756; 1995 cost--\$8,052,737)	10,582,043	9,443,510
Core Bond Portfolio (1996 cost--\$5,496,448; 1995 cost--\$5,722,767)	5,529,284	5,973,714
Money Market Portfolio (1996 cost--\$11,983,158; 1995 cost--\$9,472,135)	11,983,158	9,472,135
Value Equity Portfolio (1996 cost--\$15,201,346; 1995 cost--\$10,801,479)	15,103,894	11,808,394
Short Government Bond Portfolio (1996 cost--\$4,376,242; 1995 cost--\$4,798,846)	4,389,764	4,855,079
Balanced Portfolio (1996 cost--\$1,257,948; 1995 cost--\$830,672)	1,339,985	879,741
	-----	-----
Total investments	98,282,607	95,664,158
Dividends receivable	906,741	-
Employer contribution receivable	1,195,571	-
Due from broker for securities sold	1,114,035	656,342
Accrued income	53,211	10,431
	-----	-----
Total assets	101,552,165	96,330,931
LIABILITIES		
Due to broker for securities purchased	-	1,719,905
	-----	-----
Net assets available for plan benefits	\$101,552,165	\$94,611,026
	=====	=====

</TABLE>

See accompanying notes.

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Midlantic Savings and Investment Plan  
Statements of Changes in Net Assets Available for Plan Benefits



<TABLE>  
<CAPTION>

	YEAR ENDED DECEMBER 31	
	1996	1995
	-----	-----
<S>	<C>	<C>
Additions:		
Investment income:		
Interest	\$ 659,848	\$ 403,084
Dividends:		
PNC Bank Corp.	2,170,902	1,001,430
Other	927,099	717,339
	-----	-----
	3,757,849	2,121,853
Contributions (employer)	4,181,232	5,186,082
Contributions (employee and rollover)	6,312,902	7,080,721
Net transfers from other plans	719,471	-
	-----	-----
Total additions	14,971,454	14,388,656
Deductions:		
Payments to participants or beneficiaries	19,585,288	4,632,538
Administrative expense	-	35,654
	-----	-----
Total deductions	19,585,288	4,668,192
Net miscellaneous disbursements	-	(203)
Net realized and unrealized appreciation in fair value of investments	11,554,973	37,787,302
	-----	-----
Net increase	6,941,139	47,507,563
Net assets available for plan benefits at beginning of year	94,611,026	47,103,463
	-----	-----
Net assets available for plan benefits at end of year	\$101,552,165	\$94,611,026
	=====	=====

</TABLE>

See accompanying notes.

28  
Midlantic Savings and Investment Plan

Notes to Financial Statements

December 31, 1996

1. DESCRIPTION OF THE PLAN

Effective December 31, 1995, Midlantic Corporation was merged into a wholly owned subsidiary of PNC Bank Corp. and all outstanding common shares of Midlantic Corporation common stock were exchanged for 2.05 shares of PNC Bank Corp. common stock. The subsidiaries of the former Midlantic Corporation are now wholly owned indirect subsidiaries of PNC Bank Corp. Concurrent with the merger, PNC Bank Corp. became the sponsor of the Midlantic Savings and Investment Plan ("Midlantic Plan"). Prior to the merger, the Midlantic Plan sponsor was Midlantic Corporation.

The Midlantic Plan covers substantially all eligible employees of the former Midlantic Corporation and subsidiaries. Employees are eligible on the first day of the month coinciding with, or immediately following, the date on which three continuous months of service are completed.

The Midlantic Plan allows participants to contribute from 1 to 15 percent of their compensation on a pretax 401(k) basis. The Midlantic Plan sponsor matches 100 percent of employee contributions up to 3 percent of compensation, subject to Internal Revenue Service (IRS) limitations. Additionally, the Midlantic Plan sponsor may also make a discretionary matching contribution on the next 2 percent of compensation. For the year ended December 31, 1996, the Midlantic Plan sponsor elected to contribute a discretionary match of 2 percent of compensation of eligible participants which totaled \$1,195,571.

All participant contributions to the Midlantic Plan are 100 percent vested (nonforfeitable) at all times. For participants hired on or prior to April 1, 1993, any contributions made by the Midlantic Plan sponsor under the Midlantic Plan are 100 percent vested. Participants hired after April 1, 1993 become vested in the participating employer's matching contributions evenly over three years of employment. Forfeitures are used to offset the employer discretionary match in future periods.

Midlantic Plan income is allocated to participants based on an average

participant investment balance on a monthly basis. Under certain circumstances, the Midlantic Plan permits withdrawals by participants.

All participant and Midlantic Plan sponsor contributions are held in a trust fund (Trust). In addition, all distributions which participants did not elect to receive in cash from the Midlantic Profit Sharing Plan, a predecessor plan, and balances rolled over from any prior plans are held in the Trust. The

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Midlantic Savings and Investment Plan

Notes to Financial Statements (continued)

1. DESCRIPTION OF THE PLAN (CONTINUED)

Trust Department of PNC Bank, N.A., a wholly owned indirect subsidiary of PNC Bank Corp., has been appointed to act as custodian and trustee of the Midlantic Plan. The Trust is divided into seven funds for investment purposes: Fund A (Compass Capital Growth Equity Portfolio), Fund B (Compass Capital Core Bond Portfolio), Fund C (PNC Bank Corp. common stock), Fund D (Compass Capital Money Market Portfolio), Fund E (Compass Capital Value Equity Portfolio), Fund F (Compass Capital Short Government Bond Portfolio), and Fund G (Compass Capital Balanced Portfolio). Each participant designates the funds into which his/her share of the contributions will be invested.

Benefits to participants for distributions requested but yet to be paid amounted to \$16,330,805 and \$7,298,625 as of December 31, 1996 and 1995, respectively.

Although it has not expressed an interest to do so, PNC Bank has the right under the Midlantic Plan to discontinue contributions at any time and to terminate the Plan subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

The summary plan description and plan agreement should be referred to for a complete description of the Plan.

2. SIGNIFICANT ACCOUNTING POLICIES

VALUATION

Marketable securities are stated at fair value. Securities are valued at the last public sale price of the securities listed on the New York Stock Exchange. If no sales were reported, and in the case of securities traded over the counter, the last bid price at the close of business is used. The value of any security not listed or quoted on any exchange is determined by the last closing bid price, reference to the bid price of any published quotations in common use, or by the quotation of a reputable broker. For certain investments that do not have an established fair value, such value is established based on the opinion of the trustee.

The fair value of the shares in registered investment companies are based on quoted redemption values on the last business day of the plan year.

The Midlantic Plan's assets are concentrated in the stock and bond markets. Realization of the respective values shown on the statements of net assets available for plan benefits is subject to the results of these markets.

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Midlantic Savings and Investment Plan

Notes to Financial Statements (continued)

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

VALUATION (CONTINUED)

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results may differ from such estimates and such differences may be material to the financial statements.

3. INVESTMENTS

The Midlantic Plan is comprised of investment funds representing both the employer's and the participants' contributions. Records are maintained to account for the noncontributory and the voluntary portion of each fund.

Net realized and unrealized appreciation (depreciation) in aggregate fair value of investments was as follows:

<TABLE>  
<CAPTION>

	NET REALIZED AND UNREALIZED APPRECIATION (DEPRECIATION) IN FAIR VALUE FOR YEAR ENDED	
	DECEMBER 31	
	1996	1995
<S>	<C>	<C>
Compass Capital Growth Equity Portfolio	\$ 1,848,500	\$ 1,713,803
Compass Capital Core Bond Portfolio	(186,601)	474,191
PNC Bank Corp. common stock	7,083,683	33,390,416
Compass Capital Value Equity Portfolio	2,714,185	1,970,201
Compass Capital Short Government Bond Portfolio	(46,266)	175,744
Compass Capital Balanced Portfolio	141,472	62,997
Other	-	(50)
	\$11,554,973	\$37,787,302

</TABLE>

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Midlantic Savings and Investment Plan  
Notes to Financial Statements (continued)

3. INVESTMENTS (CONTINUED)

The fair values of individual investments that represent 5 percent or more of the Midlantic Plan's net assets are as follows:

<TABLE>  
<CAPTION>

	DECEMBER 31	
	1996	1995
<S>	<C>	<C>
Compass Capital Growth Equity Portfolio	\$10,582,043	\$ 9,443,510
Compass Capital Core Bond Portfolio	5,529,284	5,973,714
PNC Bank Corp. common stock	49,354,479	53,231,585
Compass Capital Money Market Portfolio	11,983,158	9,472,135
Compass Capital Value Equity Portfolio	15,103,894	11,808,394
Compass Capital Short/Intermediate Fund	-	4,855,079

Effective January 12, 1996, the Compass Funds were merged with the funds from PNC Bank Corp. Such funds are administered and managed by wholly owned subsidiaries of PNC Bank Corp. and its subsidiaries. The new funds are called Compass Capital Funds and equate to the current Midlantic Corporation funds as follows:

<TABLE>  
<CAPTION>

FUND	FORMER MIDLANTIC CORPORATION COMPASS FUNDS	PNC BANK CORP. COMPASS CAPITAL FUNDS
<S>	<C>	<C>
A	Growth Fund	Growth Equity Portfolio
B	Fixed Income Fund	Core Bond Portfolio
D	Cash Reserve Fund	Money Market Portfolio
E	Equity Income Fund	Value Equity Portfolio
F	Short/Intermediate Fund	Short Government Bond Portfolio
G	Balanced Fund	Balanced Portfolio

</TABLE>

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Midlantic Savings and Investment Plan  
Notes to Financial Statements (continued)

3. INVESTMENTS (CONTINUED)

The net assets available for plan benefits for the Midlantic Plan's investment funds were either in Compass Capital mutual funds or PNC Bank Corp. common stock

as follows:

<TABLE>  
<CAPTION>

	GROWTH EQUITY PORTFOLIO-- FUND A	CORE BOND PORTFOLIO FUND B	PNC BANK CORP. COMMON STOCK-- FUND C	MONEY MARKET PORTFOLIO FUND D
<S>	<C>	<C>	<C>	<C>
December 31, 1996				
-----				
Investments at fair value:				
PNC Bank Corp. common stock	\$ -	\$ -	\$49,354,479	\$ -
Registered investment companies				
Compass Capital funds:				
Growth Equity Portfolio	10,582,043	-	-	-
Core Bond Portfolio	-	5,529,284	-	-
Money Market Portfolio	333,109	315,482	1,605,864	8,976,284
Value Equity Portfolio	-	-	-	-
Short Government Bond Portfolio	-	-	-	-
Balanced Portfolio	-	-	-	-
Total investments	10,915,152	5,844,766	50,960,343	8,976,284
Dividends receivable	-	-	906,741	-
Employer contribution receivable	214,610	136,851	252,263	84,970
Due from broker for securities sold	378,090	178,718	-	-
Accrued income	1,558	1,442	6,258	40,133
Net assets available for plan benefits	\$11,509,410	\$6,161,777	\$52,125,605	\$9,101,387

</TABLE>

<TABLE>  
<CAPTION>

	VALUE EQUITY PORTFOLIO FUND E	SHORT GOVERNMENT BOND PORTFOLIO FUND F	BALANCED PORTFOLIO FUND G	TOTAL
<S>	<C>	<C>	<C>	<C>
December 31, 1996				
-----				
Investments at fair value:				
PNC Bank Corp. common stock	\$ -	\$ -	\$ -	\$ 49,354,479
Registered investment companies				
Compass Capital funds:				
Growth Equity Portfolio	-	-	-	10,582,043
Core Bond Portfolio	-	-	-	5,529,284
Money Market Portfolio	454,655	223,018	74,746	11,983,158
Value Equity Portfolio	15,103,894	-	-	15,103,894
Short Government Bond Portfolio	-	4,389,764	-	4,389,764
Balanced Portfolio	-	-	1,339,985	1,339,985
Total investments	15,558,549	4,612,782	1,414,731	98,282,607
Dividends receivable	-	-	-	906,741
Employer contribution receivable	372,752	98,254	35,871	1,195,571
Due from broker for securities sold	385,945	171,282	-	1,114,035
Accrued income	2,224	1,308	288	53,211
Net assets available for plan benefits	\$16,319,470	\$4,883,626	\$1,450,890	\$101,552,165

</TABLE>

Midlantic Savings and Investment Plan

Notes to Financial Statements (continued)

3. INVESTMENTS (CONTINUED)

<TABLE>  
<CAPTION>

	GROWTH FUND-- FUND A	FIXED INCOME FUND-- FUND B	PNC BANK CORP. COMMON STOCK-- FUND C	CASH RESERVE FUND-- FUND D
<S>	<C>	<C>	<C>	<C>
December 31, 1995				
-----				
Investments at fair value:				
PNC Bank Corp. common stock	\$ -	\$ -	\$ 53,231,585	\$ -
Registered investment companies				
Compass Capital funds:				
Growth Fund	9,443,510	-	-	-
Fixed Income Fund	-	5,973,714	-	-
Cash Reserve Fund	283,224	268,543	421,659	7,727,571
Equity Income Fund	-	-	-	-
Short/Intermediate Fund	-	-	-	-
Balanced Fund	-	-	-	-
	-----			
Total investments	9,726,734	6,242,257	53,653,244	7,727,571
Due from broker for securities sold	-	-	656,342	-
Accrued income	175	160	291	9,371
	-----			
Total assets	9,726,909	6,242,417	54,309,877	7,736,942
Due to broker for securities purchased	324,924	376,843	-	-
	-----			
Net assets available for plan benefits	\$9,401,985	\$5,865,574	\$54,309,877	\$7,736,942
	=====			

</TABLE>

<TABLE>  
<CAPTION>

	EQUITY INCOME FUND-- FUND E	SHORT/ INTERMEDIATE FUND-- FUND F	BALANCED FUND-- FUND G	TOTAL
<S>	<C>	<C>	<C>	<C>
December 31, 1995				
-----				
Investments at fair value:				
PNC Bank Corp. common stock	\$ -	\$ -	\$ -	\$53,231,585
Registered investment companies				
Compass Capital funds:				
Growth Fund	-	-	-	9,443,510
Fixed Income Fund	-	-	-	5,973,714
Cash Reserve Fund	555,822	176,948	38,368	9,472,135
Equity Income Fund	11,808,394	-	-	11,808,394
Short/Intermediate Fund	-	4,855,079	-	4,855,079
Balanced Fund	-	-	879,741	879,741
	-----			
Total investments	12,364,216	5,032,027	918,109	95,664,158
Due from broker for securities sold	-	-	-	656,342
Accrued income	301	114	19	10,431
	-----			
Total assets	12,364,517	5,032,141	918,128	96,330,931
Due to broker for securities purchased	627,922	276,548	113,668	1,719,905
	-----			
Net assets available for plan				

benefits	\$ 11,736,595	\$4,755,593	\$804,460	\$94,611,026
----------	---------------	-------------	-----------	--------------

</TABLE>

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Midlantic Savings and Investment Plan

Notes to Financial Statements (continued)

3. INVESTMENTS (CONTINUED)

The changes in net assets available for plan benefits for the Midlantic Plan's investment funds were as follows:

<TABLE>  
<CAPTION>

	GROWTH EQUITY PORTFOLIO-- FUND A	CORE BOND PORTFOLIO FUND B	PNC BANK CORP. COMMON STOCK-- FUND C	MONEY MARKET PORTFOLIO FUND D
<S>	<C>	<C>	<C>	<C>
Year ended December 31, 1996				
-----				
Net assets available for plan benefits January 1, 1996	\$ 9,401,985	\$5,865,574	\$54,309,877	\$7,736,942
Additions:				
Interest income	15,376	44,669	14,194	456,547
Dividends:				
PNC Bank Corp	-	-	2,170,902	-
Others	43,999	323,205	-	-
Contributions:				
Employer	673,300	530,620	891,652	324,570
Employee	975,454	778,953	1,249,116	493,048
Rollover	9,486	6,317	309,604	4,823
Deductions:				
Payments to participants (cash)	(2,082,442)	(1,292,124)	(5,575,427)	(3,702,700)
Payments to participants (stock)	-	-	(2,909,158)	-
Net transfers	623,752	82,867	(5,418,838)	3,468,354
Transfers from other plans	-	8,297	-	319,803
Net realized and unrealized appreciation (depreciation)	1,848,500	(186,601)	7,083,683	-
-----				
Net assets available for plan benefits at December 31, 1996	\$11,509,410	\$6,161,777	\$52,125,605	\$9,101,387

</TABLE>

<TABLE>  
<CAPTION>

	VALUE EQUITY PORTFOLIO FUND E	SHORT GOVERNMENT BOND PORTFOLIO FUND F	BALANCED PORTFOLIO FUND G	TOTAL
<S>	<C>	<C>	<C>	<C>
Year ended December 31, 1996				
-----				
Net assets available for plan benefits January 1, 1996	\$11,736,595	\$4,755,593	\$ 804,460	\$ 94,611,026
Additions:				
Interest income	80,723	34,614	13,725	659,848
Dividends:				
PNC Bank Corp	-	-	-	2,170,902
Others	306,849	225,858	27,188	927,099
Contributions:				
Employer	1,250,007	397,017	114,066	4,181,232
Employee	1,749,728	524,167	153,728	5,924,194
Rollover	51,834	-	6,644	388,708
Deductions:				
Payments to participants (cash)	(2,542,723)	(1,201,359)	(279,355)	(16,676,130)
Payments to participants (stock)	-	-	-	(2,909,158)
Net transfers	742,298	181,891	319,676	-
Transfers from other plans	229,974	12,111	149,286	719,471
Net realized and unrealized				

appreciation (depreciation)	2,714,185	(46,266)	141,472	11,554,973
-----				
Net assets available for plan benefits at December 31, 1996	\$16,319,470	\$4,883,626	\$1,450,890	\$101,552,165
=====				

</TABLE>

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MIDLANTIC SAVINGS AND INVESTMENT PLAN  
NOTES TO FINANCIAL STATEMENTS (CONTINUED)

3. INVESTMENTS (CONTINUED)

The changes in net assets available for plan benefits for the Midlantic Plan's investment funds were as follows:

<TABLE>  
<CAPTION>

	GROWTH FUND-- FUND A	FIXED INCOME FUND-- FUND B	MIDLANTIC CORPORATION/ PNC BANK CORP. COMMON STOCK-- FUND C	CASH RESERVE FUND-- FUND D
-----				
<S>	<C>	<C>	<C>	<C>
Year ended December 31, 1995				
-----				
Net assets available for plan benefits January 1, 1995	\$6,131,219	\$3,482,273	\$22,011,274	\$6,670,017
Additions:				
Interest income	3,075	2,346	7,572	383,390
Dividends:				
Midlantic Corporation	-	-	1,001,430	-
Others	59,198	250,274	-	-
Contributions:				
Employer	765,557	755,814	1,086,967	447,460
Employee	982,475	987,239	1,350,907	566,124
Rollover	75,578	61,080	94,320	25,225
Deductions:				
Payments to participants (cash)	(411,071)	(237,997)	(1,711,633)	(792,409)
Payments to participants (stock)	-	-	(751,443)	-
Administrative expenses	-	-	(34,279)	-
Net miscellaneous receipts and (disbursements)	(1)	(172)	1,698	1,289
Net transfers	82,152	90,526	(2,137,352)	435,846
Net realized and unrealized appreciation (depreciation)	1,713,803	474,191	33,390,416	-
-----				
Net assets available for plan benefits at December 31, 1995	\$9,401,985	\$5,865,574	\$54,309,877	\$7,736,942
=====				

</TABLE>

<TABLE>  
<CAPTION>

	EQUITY INCOME FUND-- FUND E	SHORT/ INTERMEDIATE FUND-- FUND F	BALANCED FUND-- FUND G	OTHER	TOTAL
-----					
<S>	<C>	<C>	<C>	<C>	<C>
Year ended December 31, 1995					
-----					
Net assets available for plan benefits January 1, 1995	\$ 5,356,823	\$3,447,702	\$ -	\$4,155	\$47,103,463
Additions:					
Interest income	4,465	1,898	223	115	403,084
Dividends:					
Midlantic Corporation	-	-	-	-	1,001,430
Others	165,093	227,850	14,924	-	717,339
Contributions:					
Employer	1,506,509	536,047	87,728	-	5,186,082
Employee	1,955,062	701,668	110,117	-	6,653,592
Rollover	116,500	9,435	44,991	-	427,129
Deductions:					
Payments to participants					

(cash)	(476,548)	(249,918)	(1,519)	-	(3,881,095)
Payments to participants (stock)	-	-	-	-	(751,443)
Administrative expenses	-	-	-	(1,375)	(35,654)
Net miscellaneous receipts and (disbursements)	(172)	-	-	(2,845)	(203)
Net transfers	1,138,662	(94,833)	484,999	-	-
Net realized and unrealized appreciation (depreciation)	1,970,201	175,744	62,997	(50)	37,787,302
-----					
Net assets available for plan benefits at December 31, 1995	\$ 11,736,595	\$4,755,593	\$804,460	\$ -	\$94,611,026
=====					

</TABLE>

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Midlantic Savings and Investment Plan

Notes to Financial Statements (continued)

4. SUBSEQUENT EVENTS

On January 1, 1997, the Midlantic Savings and Investment Plan was merged with PNC Bank Corp.'s Incentive Savings Plan.

5. TRANSACTIONS WITH PARTIES-IN-INTEREST

The asset management group of PNC Bank, N.A., a wholly owned indirect subsidiary of PNC Bank, administers the plan assets, maintains discretionary investment power, and is the safekeeping agent. PNC Bank pays administrative costs incurred by the Midlantic Plan. The Midlantic Plan also holds shares of registered investment companies (Compass Capital Funds, formerly PNC Funds) which are sponsored and administered by wholly owned subsidiaries of PNC Bank or its subsidiaries.

6. INCOME TAX STATUS

The Midlantic Plan has received a favorable letter of determination from the IRS dated June 2, 1995 which states that the Plan qualifies under Section 401(a) of the Internal Revenue Code. The Plan Administrator is not aware of any events or actions that have occurred in the operation of the Midlantic Plan that would result in its disqualification.

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Midlantic Savings and Investment Plan

Schedule of Assets Held for Investment

December 31, 1996

<TABLE>

<CAPTION>

DESCRIPTION OF INVESTMENT	UNITS/ SHARES	COST	FAIR VALUE
-----	-----	-----	-----
<S>	<C>	<C>	<C>
Compass Capital Funds:			
Growth Equity Portfolio (Fund A)	716,455	\$ 8,614,575	\$10,582,043
Core Bond Portfolio (Fund B)	571,798	5,496,448	5,529,284
Money Market Portfolio (Fund D)	11,983,158	11,983,158	11,983,158
Value Equity Portfolio (Fund E)	1,065,155	15,201,346	15,103,894
Short Government Bond Portfolio (Fund F)	445,209	4,376,241	4,389,764
Balanced Portfolio (Fund G)	86,618	1,257,948	1,339,985
		-----	-----
		46,929,716	48,928,128
Common Stock:			
PNC Bank Corp. common stock (Fund C)	1,301,315	17,744,532	49,354,479
		-----	-----
Total		\$64,674,248	\$98,282,607
		=====	=====

</TABLE>

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Midlantic Savings and Investment Plan

Schedule of Reportable Transactions

December 31, 1996

<TABLE>  
<CAPTION>

DESCRIPTION OF INVESTMENT (LOSS)	UNITS/ SHARES	PURCHASE PRICE	SELLING PRICE	COST OF INVESTMENTS	FAIR VALUE OF INVESTMENTS ON TRANSACTION DATE	NET GAIN
-----						
<S>				<C>	<C>	<C>
Category (iii)--Series of securities transactions in excess of 5% of plan assets						
-----						
Compass Capital Money Market Portfolio	41,869,954	\$41,869,954	\$ -	\$41,869,954	\$41,869,954	\$-
Compass Capital Money Market Portfolio	40,621,241	-	40,621,241	40,621,241	40,621,241	-

There were no category (i), (ii), or (iv) reportable transactions during 1996.

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SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, PNC Bank Corp. has duly caused this amendment to be signed on its behalf by the undersigned, thereunto duly authorized.

PNC BANK CORP.

(Registrant)

By /s/ ROBERT L. HAUNSCHILD

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

Date: June 30, 1997

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EXHIBIT INDEX

- 3.1 Articles of Incorporation of the Corporation, as amended, incorporated herein by reference to Exhibit 99.1 and 99.2 of the Current Report on Form 8-K dated October 7, 1996.
- 3.2 By-Laws of the Corporation, as amended, incorporated herein by reference to Exhibit 4.2 of the Corporation's Registration Statement on Form S-8 at File No. 33-62311.
- 4.1 Instruments defining the rights of holders of long-term debt of the Corporation and its subsidiaries are not filed as Exhibits because the amount of debt under each instrument is less than 10 percent of the consolidated assets of the Corporation. The Corporation undertakes to file these instruments with the Commission on request.
- 4.2 Designation of Series: \$1.80 Cumulative Convertible Preferred Stock -- Series A, incorporated herein as part of Exhibit 3.1.
- 4.3 Designation of Series: \$1.80 Cumulative Convertible Preferred Stock -- Series B, incorporated herein as part of Exhibit 3.1.
- 4.4 Designation of Series: \$1.60 Cumulative Convertible Preferred Stock -- Series C, incorporated herein as part of Exhibit 3.1.
- 4.5 Designation of Series: \$1.80 Cumulative Convertible Preferred Stock -- Series D, incorporated herein as part of Exhibit 3.1.
- 4.6 Designation of Series: Fixed/Adjustable Rate Noncumulative Preferred Stock - Series F, incorporated herein as part of Exhibit 3.1.

- 10.1 Supplemental Executive Retirement Income and Disability Plan of the Corporation, incorporated herein by reference to Exhibit 10.2 of the Annual Report on Form 10-K for the year ended December 31, 1990 ("1990 Form 10-K").\*
- 10.2 Amendments to Supplemental Executive Retirement Income and Disability Plan, filed as Exhibit 10.2 to the 1996 Form 10-K.\*
- 10.3 Supplemental Executive Life Insurance and Spouse's Benefit Plan of the Corporation, incorporated herein by reference to Exhibit 10.3 of the 1990 Form 10-K.\*
- 10.4 November 21, 1996 Amendment to Supplemental Executive Life Insurance and Spouse's Benefit Plan, filed as Exhibit 10.4 to the 1996 Form 10-K.\*
- 10.5 1992 Long-Term Incentive Award Plan of the Corporation ("1992 Award Plan"), incorporated herein by reference to Exhibit 4.3 of the Corporation's Registration Statement on Form S-8 at File No. 33-54960.\*
- 10.6 Form of Nonstatutory Stock Option Agreement under 1992 Award Plan, filed as Exhibit 10.6 to the 1996 Form 10-K.\*
- 10.7 Form of Incentive Share Agreement under 1992 Award Plan (June 1995), as amended November 21, 1996, filed as Exhibit 10.7 to the 1996 Form 10-K.\*
- 10.8 PNC Bank Corp. 1994 Annual Incentive Award Plan, incorporated by reference to Exhibit 10.6 of the Annual Report on Form 10-K for the year ended December 31, 1994 ("1994 Form 10-K").\*
- 10.9 PNC Bank Corp. 1996 Executive Incentive Award Plan, incorporated by reference to Exhibit 10.2 of the Quarterly Report on Form 10-Q for the quarter ended September 30, 1996 ("3Q 1996 Form 10-Q").\*
- 10.10 PNC Bank Corp. and Affiliates Deferred Compensation Plan, incorporated by reference to Exhibit 4.2 to the Corporation's Registration Statement on Form S-8 at File No. 333-18069.\*
- 10.11 PNC Bank Corp. Supplemental Incentive Savings Plan, as amended, incorporated by reference to Exhibit 4.1 to the Corporation's Registration Statement on Form S-8 at File No. 333-18069.\*
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- 10.12 PNC Bank Corp. Supplemental Pension Plan, as amended, filed as Exhibit 10.12 to the 1996 Form 10-K.\*
- 10.13 1992 Director Share Incentive Plan, incorporated herein by reference to Exhibit 10.6 of the Annual Report on Form 10-K for the year ended December 31, 1992.\*
- 10.14 PNC Bank Corp. Directors Retirement Plan, incorporated by reference to Exhibit 10.7 of the 1994 Form 10-K.\*
- 10.15 PNC Bank Corp. Directors Deferred Compensation Plan, incorporated by reference to Exhibit 10.1 of the 3Q 1996 Form 10-Q.\*
- 10.16 Employment Agreement dated as of December 29, 1995, between the Corporation and Garry J. Scheuring, incorporated by reference to Exhibit 10.7 of the 1995 Form 10-K.\*
- 10.17 Form of Change in Control Severance Agreement, filed as Exhibit 10.17 to the 1996 Form 10-K.\*
- 10.18 Amended and Restated Trust Agreement between the Corporation, as Settlor, and NationsBank, N.A., as Trustee, filed as Exhibit 10.18 to the 1996 Form 10-K.\*
- 11 Calculation of Primary and Fully Diluted Earnings Per Share, filed as Exhibit 11 to the 1996 Form 10-K.
- 12.1 Computation of Ratio of Earnings to Fixed Charges, filed as Exhibit 12.1 to the 1996 Form 10-K.
- 12.2 Computation of Ratio of Earnings to Combined Fixed Charges and Preferred Dividends, filed as Exhibit 12.2 to the 1996 Form 10-K.
- 13 Excerpts from the Annual Report to Shareholders for the year ended December 31, 1996, filed as Exhibit 13 to the 1996 Form 10-K. Such Annual Report, except for those portions thereof that are expressly incorporated by reference herein, is furnished for information of the SEC only and is not deemed to be "filed" as part of this Form 10-K.

- 21 Schedule of Certain Subsidiaries of the Corporation, filed as Exhibit 21 to the 1996 Form 10-K.
- 23.1 Consent of Ernst & Young LLP, independent auditors for the Corporation, filed as Exhibit 23 to the 1996 Form 10-K.
- 23.2 Consent of Ernst & Young LLP, independent auditors for the PNC Plan and the Midlantic Plan, filed herewith.
- 24.1 Power of Attorney of certain directors and officers of the Corporation, filed as Exhibit 24.1 to the 1996 Form 10-K.
- 24.2 Power of Attorney of Robert N. Clay, filed as Exhibit 24.2 to the 1996 Form 10-K.
- 24.3 Power of Attorney of Jackson H. Randolph, filed as Exhibit 24.3 to the 1996 Form 10-K.
- 24.4 Power of Attorney of Vincent A. Sarni, filed as Exhibit 24.4 to the 1996 Form 10-K.
- 27 Financial Data Schedule, filed as Exhibit 27 to the 1996 Form 10-K.

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\* Denotes management contract or compensatory plan.

CONSENT OF INDEPENDENT AUDITORS

We consent to the incorporation by reference in the Registration Statement (Form S-8 No. 33-25140) pertaining to the PNC Bank Corp. Incentive Savings Plan and in the related Prospectus of our report dated June 25, 1997 with respect to the financial statements and schedules of the PNC Bank Corp. Incentive Savings Plan and in the Registration Statement (Form S-8 No. 33-64557) pertaining to the Midlantic Savings and Investment Plan and in the related Prospectus of our report dated June 23, 1997 with respect to the financial statements and schedules of the Midlantic Savings and Investment Plan, all of which are included in this Annual Report on Form 10-K/A (Amendment No. 1) for the year ended December 31, 1996.

/s/ ERNST & YOUNG LLP

Pittsburgh, Pennsylvania  
June 26, 1997