

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. 5)

Penn Engineering & Manufacturing Corp.

(Name of Issuer)

Class A Common Stock

(Title of Class of Securities)

707389102

(CUSIP Number)

CUSIP No. 707389102

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	98,472
	6) Shared Voting Power	175,725

	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
274,197

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

11) Percent of Class Represented by Amount in Row (9) 16.1

12) Type of Reporting Person (See Instructions) HC

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707389102

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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

- 5) Sole Voting Power 98,472

- 6) Shared Voting Power 175,725

- 7) Sole Dispositive Power 0

- 8) Shared Dispositive Power 211,222

- 9) Aggregate Amount Beneficially Owned by Each Reporting Person 274,197

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

- 11) Percent of Class Represented by Amount in Row (9) 16.1

- 12) Type of Reporting Person (See Instructions) HC

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(Name of Issuer)

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(Title of Class of Securities)

707389102

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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	5) Sole Voting Power	98,472
Beneficially Owned		
By Each Reporting	6) Shared Voting Power	175,725
Person With		
	7) Sole Dispositive Power	0
	8) Shared Dispositive Power	211,222

9) Aggregate Amount Beneficially Owned by Each Reporting Person 274,197

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

11) Percent of Class Represented by Amount in Row (9) 16.1

12) Type of Reporting Person (See Instructions) BK

ITEM 4 - OWNERSHIP:

The following information is as of December 31, 1997:

- (a) Amount Beneficially Owned: 274,197 shares
- (b) Percent of Class: 16.1*
- (c) Number of shares to which such person has:
 - (i) sole power to vote or to direct the vote 98,472
 - (ii) shared power to vote or to direct the vote 175,725
 - (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, 1997, PNC Bank, National Association also beneficially owned in one or more accounts 474,691 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 13, 1998

Date

/s/ ROBERT L. HAUNSCHILD

Signature - PNC Bank Corp.

Robert L. Haunschild, Senior Vice President

and Chief Financial Officer

Name/Title

February 13, 1998

Date

/s/ PAUL L. AUDET

Signature - PNC Bancorp, Inc.

Paul L. Audet, Vice President

Name/Title

February 13, 1998

Date

/s/ THOMAS R. MOORE

Signature - PNC Bank, National Association

Thomas R. Moore, Vice President
and Secretary

Name/Title

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