

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, 1997

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, 1997 ("1997 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").

In accordance with Rule 12b-15 of the Exchange Act, Item 14 of Part IV of the 1997 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 information of the Corporation included in the Annual Report to Shareholders 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 reports of independent auditors thereon are filed with Amendment No. 1 at the page indicated.

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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, 1997, or thereafter:

Form 8-K dated as of October 15, 1997, reporting the Corporation's consolidated financial results for the three and nine months ended September 30, 1997, filed pursuant to Item 5.

Form 8-K dated as of January 15, 1998, reporting the Corporation's consolidated financial results for the three months and year ended December 31, 1997, filed pursuant to Item 5.

EXHIBITS

The exhibits listed on the Exhibit Index on pages 25 and 26 of this Form 10-K/A are filed herewith or are incorporated herein by reference.

PNC Bank Corp.
Incentive Savings Plan

Audited Financial Statements

Years ended December 31, 1997 and 1996

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REPORT OF INDEPENDENT AUDITORS

Administrative Committee
 PNC Bank Corp.
 Incentive Savings Plan

We have audited the accompanying statements of net assets available for benefits of the PNC Bank Corp. Incentive Savings Plan (Plan) as of December 31, 1997 and 1996, and the related statements of changes in net assets available for 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, 1997 and 1996, 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 financial statements taken as a whole. The accompanying supplemental schedules of assets held for investment purposes and schedule of loans as of December 31, 1997, and reportable transactions for the year ended December 31, 1997, 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 financial statements. The Fund Information in the statements of net assets available for benefits and the statements of changes in net assets available for benefits is presented for purposes of additional analysis rather than to present the net assets available for benefits and changes in net assets available for benefits of each fund. The supplemental schedules and Fund Information have been subjected to the auditing procedures applied in our audits of the financial statements and, in our opinion, are fairly stated in all material respects in relation to the financial statements taken as a whole.

June 5, 1998

PNC Bank Corp.
 Incentive Savings Plan

Statement of Net Assets Available for Benefits with Fund Information
 December 31, 1997

<TABLE>
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	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>
Investments at fair value:				
PNC Bank common stock	\$ -	\$ -	\$ -	\$347,536,137
PNC Bank preferred stock	-	-	-	61,333
Short-term investments Compass				
Capital Funds:				
Money Market Portfolio	5,096,345	1,550,429	78,921,669	1,574,747
Registered investment companies PNC				

Funds:				
Small Cap Growth Equity Portfolio	8,132,880	-	-	-
International Equity Portfolio	42,943,103	-	-	-
Small Cap Value Equity Portfolio	8,526,487	-	-	-
International Emerging Markets Portfolio	10,561,421	-	-	-
Mid Cap Growth Equity Portfolio	13,264,058	-	-	-
Mid Cap Value Equity Portfolio	12,841,875	-	-	-
Intermediate Term Bond Portfolio	-	24,944,759	-	-
Managed Income Portfolio	-	35,195,764	-	-
Large Cap Growth Equity Portfolio	33,845,359	-	-	-
Large Cap Value Equity Portfolio	35,082,767	-	-	-
Value Equity Portfolio	49,612,685	-	-	-
Core Bond Portfolio	320	4,349,727	-	-
Participant loans	-	-	-	-
Other	-	75,095	-	-
Total investments	219,907,300	66,115,774	78,921,669	349,172,217
Contribution receivable	-	-	-	-
Accrued income	22,334	6,605	363,959	7,519
Due to (from) fund/other assets (liabilities)	2,262,896	(326,221)	20,466	1,403,906
Total assets	222,192,530	65,796,158	79,306,094	350,583,642
ESOP note payable	-	-	-	-
Accrued employer match	-	-	-	-
Accrued interest payable	-	-	-	-
Net assets available for benefits	\$222,192,530	\$65,796,158	\$79,306,094	\$350,583,642

</TABLE>

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	PNC BANK CORP. ALLOCATED ESOP FUND	PNC BANK CORP. UNALLOCATED ESOP FUND	LOAN FUND	TOTAL
<S>	<C>	<C>	<C>	<C>
Investments at fair value:				
PNC Bank common stock	\$214,752,364	\$134,790,364	\$ -	\$ 697,078,865
PNC Bank preferred stock	-	-	-	61,333
Short-term investments Compass Capital Funds:				
Money Market Portfolio	-	409	446,628	87,590,227
Registered investment companies PNC Funds:				
Small Cap Growth Equity Portfolio	-	-	-	8,132,880
International Equity Portfolio	-	-	-	42,943,103
Small Cap Value Equity Portfolio	-	-	-	8,526,487
International Emerging Markets Portfolio	-	-	-	10,561,421
Mid Cap Growth Equity Portfolio	-	-	-	13,264,058
Mid Cap Value Equity Portfolio	-	-	-	12,841,875
Intermediate Term Bond Portfolio	-	-	-	24,944,759
Managed Income Portfolio	-	-	-	35,195,764
Large Cap Growth Equity Portfolio	-	-	-	33,845,359
Large Cap Value Equity Portfolio	-	-	-	35,082,767
Value Equity Portfolio	-	-	-	49,612,685
Core Bond Portfolio	-	-	-	4,350,047
Participant loans	-	-	29,025,613	29,025,613
Other	-	-	-	75,095
Total investments	214,752,364	134,790,773	29,472,241	1,093,132,338
Contribution receivable	13,890,529	-	-	13,890,529
Accrued income	6,259	31,893	-	438,569
Due to (from) fund/other assets (liabilities)	5,296,920	(5,323,315)	(2,612,832)	721,820
Total assets	233,946,072	129,499,351	26,859,409	1,108,183,256
ESOP note payable	-	(47,600,000)	-	(47,600,000)
Accrued employer match	-	(13,890,529)	-	(13,890,529)
Accrued interest payable	-	(1,738,124)	-	(1,738,124)
Net assets available for benefits	\$233,946,072	\$ 66,270,698	\$26,859,409	\$1,044,954,603

</TABLE>

See accompanying notes to financial statements.

PNC Bank Corp.
Incentive Savings Plan

Statement of Net Assets Available for Benefits with Fund Information
December 31, 1996

<TABLE>
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	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>
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 benefits	\$156,096,804	\$55,417,543	\$60,469,746	\$218,354,703

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	PNC BANK CORP. ALLOCATED ESOP FUND	PNC BANK CORP. UNALLOCATED ESOP FUND	LOAN FUND	TOTAL
<S>	<C>	<C>	<C>	<C>
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
<hr/>				
Total investments	129,484,843	121,971,145	27,685,484	756,928,028
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
<hr/>				
Total assets	131,619,271	114,276,842	23,707,248	759,942,157
ESOP note payable	-	(67,700,000)	-	(67,700,000)
Accrued interest payable	-	(2,139,443)	-	(2,139,443)
<hr/>				
Net assets available for benefits	\$131,619,271	\$ 44,437,399	\$23,707,248	\$690,102,714
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</TABLE>

See accompanying notes to financial statements.

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PNC Bank Corp.
Incentive Savings Plan

Statement of Changes in Net Assets Available for Benefits with Fund Information

Year ended December 31, 1997

<TABLE>

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	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>
Net assets available for benefits at January 1, 1997	\$156,096,804	\$55,417,543	\$60,469,746	\$218,354,703
Additions:				
Interest and dividends	18,615,296	4,645,389	4,765,536	12,038,018
Contributions:				
Employer	460,196	193,618	304,917	-
Employee	16,876,580	5,002,814	5,204,913	7,171,907
Rollover	1,002,879	232,716	286,815	272,701
Deductions:				
Distributions to participants or beneficiaries	(16,683,815)	(6,564,618)	(15,389,481)	(32,448,430)
Net transfers	6,048,460	(2,303,953)	(842,499)	(4,823,151)
ESOP activity:				
Interest expense	-	-	-	-
Other ESOP activity	-	-	-	-
Net realized and unrealized appreciation	17,471,782	919,225	-	117,854,617
Net assets received in mergers	22,304,348	8,253,424	24,506,147	32,163,277
Other	-	-	-	-
<hr/>				
Net assets available for benefits at December 31, 1997	\$222,192,530	\$65,796,158	\$79,306,094	\$350,583,642
<hr/>				

</TABLE>

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<CAPTION>

	PNC BANK CORP. ALLOCATED ESOP FUND	PNC BANK CORP. UNALLOCATED ESOP FUND	LOAN FUND	TOTAL
<S>	<C>	<C>	<C>	<C>
Net assets available for benefits at January 1, 1997	\$131,619,271	\$44,437,399	\$23,707,248	\$ 690,102,714
Additions:				
Interest and dividends	5,370,382	4,440,725	2,043,231	51,918,577
Contributions:				
Employer	-	11,579,000	-	12,537,731
Employee	-	-	-	34,256,214
Rollover	-	-	-	1,795,111
Deductions:				
Distributions to participants or beneficiaries	(13,273,451)	-	(1,986,724)	(86,346,519)

Net transfers	(869,890)	-	2,791,033	-
ESOP activity:				
Interest expense	-	(3,515,249)	-	(3,515,249)
Other ESOP activity	39,219,467	(39,219,467)	-	-
Net realized and unrealized appreciation	71,861,813	48,548,290	-	256,655,727
Net assets received in mergers	18,480	-	13,116	87,258,792
Other	-	-	291,505	291,505

Net assets available for benefits at December 31, 1997	\$233,946,072	\$66,270,698	\$26,859,409	\$1,044,954,603
=====				

</TABLE>

See accompanying notes to financial statements.

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PNC Bank Corp.
Incentive Savings Plan

Statement of Changes in Net Assets Available for Benefits with Fund Information

Year ended December 31, 1996

<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>
Net assets available for 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	334,079	-
Employee	12,168,014	4,732,087	4,339,927	5,962,823
Rollover	621,723	174,936	117,984	125,740
Deductions:				
Distributions 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 (transfers)	1,350,104	1,730,331	2,254,577	3,096,298

Net assets available for benefits at December 31, 1996	\$156,096,804	\$55,417,543	\$60,469,746	\$218,354,703
=====				

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	PNC BANK CORP. ALLOCATED ESOP FUND	PNC BANK CORP. UNALLOCATED ESOP FUND	LOAN FUND	TOTAL
<S>	<C>	<C>	<C>	<C>
Net assets available for 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:				
Distributions 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 (transfers)	(1,115,174)	-	198,324	7,514,460

Net assets available for benefits at December 31, 1996	\$131,619,271	\$44,437,399	\$23,707,248	\$690,102,714
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</TABLE>

See accompanying notes to financial statements.

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PNC Bank Corp.
Incentive Savings Plan

Notes to Financial Statements

December 31, 1997

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 Incentive Savings Plan's (Plan) assets are concentrated in the stock and bond markets. Realization of the respective values shown on the statements of net assets available for 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 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 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. For the plan year ended December 31, 1997, an additional 38 percent, \$10.6 million, employer matching contribution was made to eligible participants in accordance with the terms of the Employee Stock Ownership Plan (ESOP) contained in the Plan document. This allocation was the result of shares released from the ESOP that were in excess of the amount required to satisfy the standard employer match on the first 6 percent of elective deferrals. Participants are fully vested in their balances, including the employer contributions. Plan income is allocated to participants

based on an average participant investment balance on a quarterly basis.

Participants in the 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 fixed income fund), Fund C (a short-term fixed income fund), and Fund D (PNC Bank Corp. common stock fund). 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 in PNC Bank Common Stock or in cash to invest in the other three funds.

Benefits to participants for withdrawals requested but yet to be paid were \$15,360,392 and \$17,096,542 at December 31, 1997 and 1996, respectively.

The 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, 1997, the Plan was committed to fund approximately \$4.0 million in participant loans, of which approximately \$1.5 million represents existing loan refinances. Under certain circumstances, the Plan permits withdrawals by participants.

Although it has not expressed an interest to do so, PNC Bank has the right under the 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).

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PNC Bank Corp.
Incentive Savings Plan

Notes to Financial Statements (continued)

2. DESCRIPTION OF THE PLAN (CONTINUED)

The Plan includes a leveraged employee stock ownership plan (ESOP). In January 1990, 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 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 947,314 in 1997 and 640,782 in 1996.

The effective interest rate on the ESOP fixed rate note was 5.25% in 1997. 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:

1998	\$23,900,000
1999	23,700,000

	\$47,600,000
	=====

At December 31, 1997, the ESOP held 2,367,339 unallocated shares of PNC Bank Common Stock with a market value of \$134,790,364. These assets will be used to match future participant contributions.

3. 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, administers the ESOP assets of the Plan, and is the safekeeping agent. PNC Bank pays administrative costs incurred by the Plan. The Plan also holds shares of registered investment companies (Compass Capital Funds, formerly PNC Funds) which are administered by PNC Bank, N.A. or certain of its subsidiaries.

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PNC Bank Corp.
Incentive Savings Plan

Notes to Financial Statements (continued)

4. INCOME TAX STATUS

The Internal Revenue Service ruled June 21, 1995 that the 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 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 the Plan's qualified status.

5. PLAN MERGERS AND DIVESTITURES

During 1997, assets of approximately \$85 million and \$1.9 million were merged into the Plan from Midlantic Bank N.A. and BancOne plans, respectively, as a result of acquisitions.

In 1996, defined contribution plans for Chemical Bank NJ, N.A. and Project Management Systems were merged into the Plan, with assets of \$14 million and \$0.2 million, 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 Plan. Assets previously invested through the 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 Plan to the PNC Retirement Savings Plan effective July 1, 1996.

6. SUBSEQUENT EVENTS

Effective January 31, 1998, Compass Capital Funds changed its name to BlackRock Funds.

Effective February 12, 1998, certain Plan administrative costs, including the expenses of the trustee, are generally paid by the Plan. Previously, these expenses were paid by PNC Bank.

Effective July 1, 1998, the Plan's investment options will be expanded from 4 to 11 funds and will be valued on a daily basis.

7. RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500:

<TABLE>
<CAPTION>

	DECEMBER 31	
	1997	1996
	-----	-----
<S>	<C>	<C>
Net assets available for benefits per the financial statements	\$1,044,954,603	\$690,102,714
Amounts allocated to withdrawing participants	(15,360,392)	(17,096,542)
	-----	-----
Net assets available for benefits per the Form 5500	\$1,029,594,211	\$673,006,172
	=====	=====

</TABLE>

The following is a reconciliation of benefits paid to participants per the financial statements to the Form 5500:

<TABLE>
<CAPTION>

	YEAR ENDED DECEMBER 31, 1997

<S>	<C>
Benefits paid to participants per the financial statements	\$86,346,519
Add: Amounts allocated to withdrawing participants at December 31, 1997	15,360,392
Less: Amounts allocated to withdrawing participants at December 31, 1996	(17,096,542)

Benefits paid to participants per the Form 5500	\$84,610,369

</TABLE>

Amounts allocated to withdrawing participants are recorded on the Form 5500 for benefit claims that have been processed and approved for payment prior to December 31 but not yet paid as of that date.

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PNC Bank Corp.
Incentive Savings Plan

Line 27a--Schedule of Assets Held for Investment Purposes

December 31, 1997

<TABLE>
<CAPTION>

IDENTITY OF ISSUER, 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	397,307 shares	\$ 5,856,061	\$ 8,132,880
*Compass Capital Funds--International Equity Portfolio Fund 065 Institutional Class	3,188,055 shares	41,939,428	42,943,103
*Compass Capital Funds--Small Cap Value Equity Portfolio Fund 046 Institutional Class	468,231 shares	6,992,882	8,526,487
*Compass Capital Funds--International Emerging Markets Portfolio Fund 015 Institutional Class	1,369,834 shares	11,944,863	10,561,421
*Compass Capital Funds--Large Cap Growth Equity Portfolio Fund 029 Institutional Class	2,087,931 shares	27,521,033	33,845,359
*Compass Capital Funds--Value Equity Portfolio Fund 095 Institutional Class	2,988,716 shares	42,522,807	49,612,685

</TABLE>

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Schedule of Assets Held for Investment Purposes (continued)

<TABLE>
<CAPTION>

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

<S>	<C>	<C>	<C>
*Compass Capital Funds--Large Cap Value Equity Portfolio Fund 089 Institutional Class	2,250,338 shares	30,217,789	35,082,767
*Compass Capital Funds--Mid Cap Growth Equity Portfolio Fund 044 Institutional Class	1,161,476 shares	11,985,759	13,264,058
*Compass Capital Funds--Mid Cap Value Equity Portfolio Fund 035 Institutional Class	1,039,828 shares	10,947,856	12,841,875
*Compass Capital Funds			

Core Bond Portfolio Fund 7 Institutional Class	33 shares	320	320
Interest-Bearing Cash -----			
*Compass Capital Money Market Institutional Class	5,096,345 shares	5,096,345	5,096,345

Total Equity--Fund A </TABLE>		195,025,143	219,907,300

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Schedule of Assets Held for Investment Purposes (continued)

<TABLE> <CAPTION>			
IDENTITY OF ISSUER, BORROWER, OR SIMILAR ENTITY	DESCRIPTION OF INVESTMENT	COST	FAIR VALUE

<S>	<C>	<C>	<C>
INTERMEDIATE-TERM FIXED INCOME--FUND B			
Registered Investment Companies -----			
*Compass Capital Funds--Intermediate Term Bond Portfolio Fund 090 Institutional Class	2,636,867 shares	24,460,920	24,944,759
*Compass Capital Funds--Managed Income Portfolio Fund 013 Institutional Class	3,364,796 shares	34,023,127	35,195,764
*Compass Capital Funds Core Bond Portfolio Fund 7 Institutional Class	443,397 shares	4,271,645	4,349,727
Interest-Bearing Cash -----			
*PNC Money Market Institutional Class	1,550,429 shares	1,550,429	1,550,429
Other -----		75,095	75,095

Total Intermediate-Term Fixed Income--Fund B </TABLE>		64,381,216	66,115,774

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Schedule of Assets Held for Investment Purposes (continued)

<TABLE> <CAPTION>			
IDENTITY OF ISSUER, BORROWER, OR SIMILAR ENTITY	DESCRIPTION OF INVESTMENT	COST	FAIR VALUE

<S>	<C>	<C>	<C>
SHORT-TERM FIXED INCOME--FUND C			
Interest-Bearing Cash -----			
*PNC Money Market Institutional Class	78,921,669 shares	78,921,669	78,921,669
PNC BANK CORP. STOCK--FUND D			
Common Stock -----			

*PNC Bank Corp.	6,103,818 shares	148,744,675	347,536,137
Preferred Stock			

*PNC Bank Corp.	646 shares	6,714	61,333
Interest-Bearing Cash			

*PNC Money Market Institutional Class	1,574,747 shares	1,574,747	1,574,747

Total PNC Bank Corp. Stock-- Fund D		150,326,136	349,172,217

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Schedule of Assets Held for Investment Purposes (continued)

<TABLE> <CAPTION>			
IDENTITY OF ISSUER, BORROWER, OR SIMILAR ENTITY	DESCRIPTION OF INVESTMENT	COST	FAIR VALUE

<S>	<C>	<C>	<C>
ESOP ACCOUNT			
Common Stock			

*PNC Bank Corp: Allocated Account	3,771,721 shares	72,062,995	214,752,364
*Unallocated Account	2,367,339 shares	44,212,585	134,790,364
Interest-Bearing Cash			

*PNC Money Market Institutional Class	409 shares	409	409

Total ESOP Account		116,275,989	349,543,137
LOAN FUND			
Installment Loans			

	February 1990 through December 1997; rates ranging from 6.00% to 10.00%; maturing January 1, 1998 through January 17, 2002	-	24,324,009

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Schedule of Assets Held for Investment Purposes (continued)

<TABLE> <CAPTION>			
IDENTITY OF ISSUER, BORROWER, OR SIMILAR ENTITY	DESCRIPTION OF INVESTMENT	COST	FAIR VALUE

<S>	<C>	<C>	<C>
Mortgage Loans			

	January 1989 through December 1997; rates ranging from 6.00% to 11.50%; maturing		

January 1, 1998
through January 19,
2012

		-	4,701,604
		-	29,025,613
PNC Money Market Institutional Class	446,628 shares	446,628	446,628
Total Loan Fund		446,628	29,472,241
Total PNC Bank Corp. Incentive Savings Plan		\$605,376,781	\$1,093,132,338

</TABLE>

* Party-in-interest

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PNC Bank Corp.
Incentive Savings Plan
Line 27b--Schedule of Loans
December 31, 1997

<TABLE>
<CAPTION>

DESCRIPTION	AMOUNT RECEIVED DURING 1997			AMOUNT OVERDUE		UNPAID BALANCE AT END OF YEAR	RATE
	ORIGINAL AMOUNT OF LOAN	PRINCIPAL	INTEREST	PRINCIPAL	INTEREST		
<S> <C> Keith Callwood P. O. Box 8856 Wilkinsburg, PA 15221 8.50% 9/30/97	\$ 3,200.00	\$ -	\$ -	\$ 3,200.00	\$ 284.88	\$ 3,484.88	
Susan Shipley 721 Roselawn Avenue Pittsburgh, PA 15228 6.00% 3/31/94	16,100.00	2,623.86	165.10	3,069.20	67.70	3,136.90	
Lynn Griffin 6420 Trinity Street Philadelphia, PA 19142 7.25% 9/30/94	900.00	-	-	483.46	19.09	502.55	
Charles Lanigan 525 South Braddock Avenue Pittsburgh, PA 15221 8.50% 3/31/97	2,000.00	106.67	18.70	1,893.33	153.97	2,047.30	
Quartence Cameron 6582 Cobbs Creek Parkway Philadelphia, PA 19142 8.50% 6/30/97	4,400.00	276.28	139.82	4,123.72	868.04	4,991.76	
Thomas Stevenson 1808 Westmont Avenue Pittsburgh, PA 15210 7.25% 9/30/94	11,600.00	-	-	11,376.89	2,148.64	13,525.53	

</TABLE>

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Line 27b--Schedule of Loans (continued)

<TABLE>
<CAPTION>

DESCRIPTION	AMOUNT RECEIVED DURING 1997		AMOUNT OVERDUE		UNPAID		RATE
	ORIGINAL AMOUNT OF LOAN	PRINCIPAL	INTEREST	PRINCIPAL	INTEREST	BALANCE AT END OF YEAR	
INTEREST LOAN IDENTITY AND ADDRESS OF OBLIGOR BALANCE	LOAN	PRINCIPAL	INTEREST	PRINCIPAL	INTEREST	END OF YEAR	RATE
<S>	<C>	<C>	<C>	<C>	<C>	<C>	
<C> <C> Joanne Raynak 20 Devitt Lane Irwin, PA 15642 9.00% 9/30/95	3,000.00	1,243.89	49.16	32.86	-	32.86	
Christine Purdy 1300 Rose Lane, Apt. B-3 Flourtown, PA 19031 8.50% 6/30/97	4,000.00	-	-	4,000.00	916.39	4,916.39	
Melissa Rossi 131 Moraine Drive Lake Arthur States Portersville, PA 16051 8.50% 9/30/97	2,000.00	-	-	2,000.00	458.19	2,458.19	
John Covington 2820 Deerfield Drive Villa Hilla, KY 41017-4470 8.25% 3/31/97	17,500.00	91.08	221.68	17,408.92	12,845.18	30,254.10	
Richard Delonanzo 2108 Spring Street Philadelphia, PA 19103 8.50% 9/30/97	22,100.00	-	-	22,100.00	17,083.48	39,183.48	
Charlene Gentry 194 Spruce Court Winchester, KY 40391 8.50% 6/30/97	6,200.00	349.71	177.87	5,850.29	1,242.67	7,092.96	
Deborah Mitchell 1131 King Avenue Pittsburgh, PA 15206 8.75% 12/31/95	4,000.00	934.71	155.32	1,944.14	118.76	2,062.90	

Line 27b--Schedule of Loans (continued)

<TABLE>
<CAPTION>

DESCRIPTION	AMOUNT RECEIVED DURING 1997		AMOUNT OVERDUE		UNPAID		RATE
	ORIGINAL AMOUNT OF LOAN	PRINCIPAL	INTEREST	PRINCIPAL	INTEREST	BALANCE AT END OF YEAR	
INTEREST LOAN IDENTITY AND ADDRESS OF OBLIGOR BALANCE	LOAN	PRINCIPAL	INTEREST	PRINCIPAL	INTEREST	END OF YEAR	RATE
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
<C> Rebecca Kaminsky 122 Candlelite Drive							

McMurray, PA 15217 10.00% 11/30/90	11,500.00	2,269.27	108.81	111.31	-	111.31
Eugene Stridiron 2101 Chestnut Street, Apt. 1617 Philadelphia, PA 19103 9.00% 9/30/95	7,000.00	1,711.04	248.94	2,730.35	129.82	2,860.17
	----- \$115,500.00 =====	----- \$9,606.51 =====	----- \$1,285.40 =====	----- \$80,324.47 =====	----- \$36,336.81 =====	----- \$116,661.28 =====

</TABLE>

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PNC Bank Corp.
Incentive Savings Plan

Line 27d--Schedule of Reportable Transactions

Year ended December 31, 1997

<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>	<C>
Category (i)--Single Transaction					

PNC Money Market Portfolio #1 Institutional Class					

42,094,756 shares	\$ 42,094,756	\$ -	\$ 42,094,756	\$ 42,094,756	\$ -
Category (iii)--Series of securities transactions					

PNC Money Market Portfolio #1 Institutional Class					

211,218,812 shares	\$211,218,812	\$ -	\$211,218,812	\$211,218,812	\$ -
185,838,541 shares	\$ -	\$185,838,541	\$185,838,541	\$185,838,541	\$ -
PNC Fund #7 Institutional Class					

1,464,001 shares	\$ 52,739,484	\$ -	\$ 52,739,484	\$ 52,739,484	\$ -
1,082,102 shares	\$ -	\$ 42,145,807	\$ 24,177,988	\$ 42,145,807	\$17,967,819

</TABLE>

There were no category (ii) or (iv) reportable transactions during 1997.

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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 24, 1998

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EXHIBIT INDEX

<TABLE>
<CAPTION>

Exhibit No.	Description	Method of Filing

<S>	<C>	<C>
3.1	Articles of Incorporation of the Corporation, as amended. reference to the Current October 7,	Incorporated herein by Exhibit 99.1 and 99.2 of Report on Form 8-K dated 1996.
3.2	By-Laws of the Corporation, as amended. reference to Current Report on 1998.	Incorporated herein by Exhibit 99.2 of the Form 8-K dated January 15,
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 -- Exhibit 3.1. Series A.	Incorporated herein as part of
4.3	Designation of Series: \$1.80 Cumulative Convertible Preferred Stock -- Exhibit 3.1. Series B.	Incorporated herein as part of
4.4	Designation of Series: \$1.60 Cumulative Convertible Preferred Stock -- Exhibit 3.1. Series C.	Incorporated herein as part of
4.5	Designation of Series: \$1.80 Cumulative Convertible Preferred Stock -- Exhibit 3.1. Series D.	Incorporated herein as part of
4.6	Designation of Series: Fixed/Adjustable Rate Noncumulative Preferred Exhibit 3.1. Stock - Series F.	Incorporated herein as part of
10.1	Supplemental Executive Retirement Income and Disability Plan of the reference to Exhibit Corporation. on Form 10-K December 31, 1990	Incorporated herein by 10.2 of the Annual Report for the year ended ("1990 Form 10-K"). *
10.2	Amendments to Supplemental Executive Retirement Income and Disability reference to Exhibit Plan. on Form 10-K December 31, 1996	Incorporated herein by 10.2 of the Annual Report for the year ended ("1996 Form 10-K"). *

<p>10.3 Supplemental Executive Life Insurance and Spouse's Benefit Plan of the reference to Exhibit Corporation. K. *</p> <p>10.4 November 21, 1996 Amendment to Supplemental Executive Life Insurance reference to Exhibit and Spouse's Benefit Plan. K. *</p> <p>10.5 1997 Long-Term Incentive Award Plan of the Corporation ("1997 Award reference to Exhibit Plan"). Post-Effective Registration Statement 33-54960. *</p> <p>10.6 Form of Nonstatutory Stock Option Agreement under 1997 Award Plan. 1997 Form</p> <p>10.7 Form of Incentive Share Agreement under 1992 Award Plan (June 1995), as reference to Exhibit amended November 21, 1996. K. *</p> <p>10.8 Form of Addendum to Nonstatutory Stock Option Agreement relating to 1997 Form Reload Nonstatutory Stock Options.</p> <p>10.9 Form of Reload Nonstatutory Stock Option Agreement. 1997 Form</p> <p>10.10 Form of Incentive Share Agreement - Share Price, RSR and ROCE 1997 Form Performance Goals.</p>	<p>Incorporated herein by 10.3 of the 1990 Form 10-</p> <p>Incorporated herein by 10.4 of the 1996 Form 10-</p> <p>Incorporated herein by 4.3 of the Corporation's Amendment No. 1 to on Form S-8 at File No.</p> <p>Filed as Exhibit 10.6 to the 10-K. *</p> <p>Incorporated herein by 10.7 of the 1996 Form 10-</p> <p>Filed as Exhibit 10.8 to the 10-K.*</p> <p>Filed as Exhibit 10.9 to the 10-K.*</p> <p>Filed as Exhibit 10.10 to the 10-K.*</p>
---	---

</TABLE>

<p><TABLE> <S> <C> 10.11 PNC Bank Corp. 1994 Annual Incentive Award Plan. Exhibit 10.6 Form 10-K for the 1994 ("1994 Form</p> <p>10.12 PNC Bank Corp. 1996 Executive Incentive Award Plan. Exhibit 10.2 Form 10-Q for September 30, 1996</p> <p>10.13 PNC Bank Corp. and Affiliates Deferred Compensation Plan. Exhibit 4.2 Registration File No.</p> <p>10.14 PNC Bank Corp. Supplemental Incentive Savings Plan as amended. Exhibit 4.1 Registration File No.</p> <p>10.15 PNC Bank Corp. Supplemental Pension Plan, as amended. reference to Exhibit K.*</p>	<p><C> Incorporated by reference to of the Annual Report on year ended December 31, 10-K").*</p> <p>Incorporated by reference to of the Quarterly Report on the quarter ended ("3Q 1996 Form 10-Q").*</p> <p>Incorporated by reference to to the Corporation's Statement on Form S-8 at 333-18069.*</p> <p>Incorporated by reference to to the Corporation's Statement on Form S-8 at 333-18069.*</p> <p>Incorporated herein by 10.12 of the 1996 Form 10-</p>
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<p>10.16 1992 Director Share Incentive Plan. reference to Report on Form December 31,</p>	<p>Incorporated herein by Exhibit 10.6 of the Annual 10-K for the year ended 1992.*</p>
<p>10.17 PNC Bank Corp. Directors Retirement Plan. Exhibit 10.7</p>	<p>Incorporated by reference to of the 1994 Form 10-K.*</p>
<p>10.18 PNC Bank Corp. Directors Deferred Compensation Plan. Exhibit 10.1</p>	<p>Incorporated by reference to of the 3Q 1996 Form 10-Q.*</p>
<p>10.19 Form of Change in Control Severance Agreement. reference to Form 10-K.*</p>	<p>Incorporated herein by Exhibit 10.17 of the 1996</p>
<p>10.20 Amended and Restated Trust Agreement between the Corporation, reference to as Settlor, and NationsBank, N.A., as Trustee (who has been Form 10-K.* replaced by Hershey Trust Company, as successor Trustee).</p>	<p>Incorporated herein by Exhibit 10.18 of the 1996</p>
<p>12.1 Computation of Ratio of Earnings to Fixed Charges. 1997 Form</p>	<p>Filed as Exhibit 12.1 to the 10-K.</p>
<p>12.2 Computation of Ratio of Earnings to Combined Fixed Charges and 1997 Form Preferred Dividends.</p>	<p>Filed as Exhibit 12.2 to the 10-K.</p>
<p>13 Excerpts from the Annual Report to Shareholders for the year 1997 Form 10-K. ended December 31, 1997. 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.</p>	<p>Filed as Exhibit 13 to the</p>
<p>21 Schedule of Certain Subsidiaries of the Corporation. 1997 Form 10-K.</p>	<p>Filed as Exhibit 21 to the</p>
<p>23.1 Consent of Ernst & Young LLP, independent auditors for the 1997 Form 10-K. Corporation.</p>	<p>Filed as Exhibit 23 to the</p>
<p>23.2 Consent of Ernst & Young LLP, independent auditors for the PNC Plan.</p>	<p>Filed herewith.</p>
<p>24 Power of Attorney of directors and officers of the Corporation. 1997 Form 10-K.</p>	<p>Filed as Exhibit 24 to the</p>
<p>27.1 Financial Data Schedule. 1997 Form</p>	<p>Filed as Exhibit 27.1 to the 10-K.</p>
<p>27.2 Restated Financial Data Schedule. 1997 Form</p>	<p>Filed as Exhibit 27.2 to the 10-K.</p>
<p>27.3 Restated Financial Data Schedule. 1997 Form</p>	<p>Filed as Exhibit 27.3 to the 10-K.</p>

</TABLE>

+ Except where otherwise expressly noted, incorporated document references are to Commission File No. 1-9718.

* 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 5, 1998, with respect to the financial statements and schedules of the PNC Bank Corp. Incentive Savings Plan, all of which are included in this Annual Report on Form 10-K/A (Amendment No. 1) for the year ended December 31, 1997.

/s/ ERNST & YOUNG LLP

June 24, 1998
Pittsburgh, Pennsylvania