

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

Form 13F

Form 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: March 31, 1999

Check here if Amendment [ ]; Amendment Number: -----

This Amendment (Check only one.): [ ] is a restatement.  
[ ] adds new holdings  
entries.

Institutional Investment Manager Filing this Report:

Name: PNC Bank Corp.

Address: 249 Fifth Avenue

Pittsburgh, PA 15222-2707

Form 13F File Number: 28-1235

The institutional investment manager filing this report and the person by whom it is signed hereby represent that the person signing the report is authorized to submit it, that all information contained herein is true, correct and complete, and that it is understood that all required items, statements, schedules, lists, and tables, are considered integral parts of this form.

Person Signing the Report on Behalf of Reporting Manager:

Name: Robert L. Haunschild

Title: Senior Vice President and Chief Financial Officer

Phone: (412) 762-5770

Signature, Place, and Date of Signing:

/s/ Robert L. Haunschild Pittsburgh, PA May 14, 1999

[Signature] [City, State] [Date]

Report Type (Check only one.):

[ ] 13F HOLDINGS REPORT. (Check here if all holdings of this reporting manager are reported in this report.)

[ ] 13F NOTICE. (Check here if no holdings reported are in this report, and all holdings are reported by other reporting manager(s).)

[X] 13F COMBINATION REPORT. (Check here if a portion of the holdings for this reporting manager are reported in this report and a portion are reported by other reporting manager(s).)

List of Other Managers Reporting for this Manager:

[If there are no entries in this list, omit this section.]

Form 13F File Number Name

28- J. J. B. Hilliard, W. L. Lyons, Inc.

[Repeat as necessary.]

Form 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 8

Form 13F Information Table Entry Total: 1,173

Form 13F Information Table Value Total: \$ 33,848,936

-----  
(thousands)

List of Other Included Managers:

Provide a numbered list of the name(s) and Form 13F file number(s) of all institutional investment managers with respect to which this report is filed, other than the manager filing this report.

[If there are no entries in this list, state "NONE" and omit the column headings and list entries.]

No.	Form 13F File Number	Name
1	28-	BlackRock Advisors, Inc.
2	28-1115	BlackRock Financial Management, Inc.
3		PNC Bancorp, Inc.
4	28-1332	PNC Bank, Delaware
5		PNC Bank, FSB
6	28-423	PNC Bank, National Association
7		PNC Bank, New England
8	28-1721	George T. Shaw*

[Repeat as necessary.]

\* PNC Bank Corp. is filing on behalf of George T. Shaw of Hemenway & Barnes, 60 State Street, Boston, Massachusetts 02109. Mr. Shaw is a co-trustee with PNC Bank, National Association, and has informed PNC Bank Corp. that he is an investment manager who is required to file a Form 13F, and does so directly. Nonetheless, certain Form 13F information is submitted on his behalf with respect to certain securities which he holds as co-trustee with PNC Bank, National Association.

<TABLE>  
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FILE NO. 28-1235  
PAGE 1 OF 114 FORM 13F NAME OF REPORTING MANAGER-PNC BANK CORP. AS  
OF 03/31/99

ITEM 8:	ITEM 1:	ITEM 2:	ITEM 3:	ITEM 4:	ITEM 5:	ITEM 6:	ITEM 7:	ITEM 8:
AUTHORITY	(SHARES)	TITLE OF CLASS	CUSIP	FAIR MARKET	SHARES OR	DISCRETION	MANAGERS	VOTING
(B) SHARED (C) NONE		NUMBER	VALUE	AMOUNT	(A) SOLE (C) OTH	INSTR V	(A) SOLE	
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
DAIMLERCHRYSLER AG	ORD	D1668R123	5,500,378	64,098	X	28-423	57907	
1618 4573			3,740,116	43,585	X X	28-423	26808	
15747 1030			572,452	6,671	X	28-1115		
6671			207,922	2,423	X	PNC-FLA	2423	
			38,787	452	X		452	
			169,050	1,970	X X		1970	
ACE LTD	ORD	G0070K103	3,907,731	125,300	X	28-1115	800	
124500			4,054	130	X			
130			24,950	800	X X			

800

AMDOCS LTD	ORD	G02602103	4,223,363	195,300	X	28-BFMG	195300
ESG RE LTD	ORD	G31215109	2,212,181	139,350	X	28-423	139350
			7,385,050	465,200	X	28-1115	447300

17900

GLOBALSTAR TELECOMMUNICTNS LTD	COM	G3930H104	203,963	14,700	X	28-423	14700
			66,323	4,780	X	X	4780
INTERACTIVE ENTERTAINMENT LTD	COM	G4802P109	0	49,500	X	28-423	49500
PARTNERRE LTD	COM	G6852T105	234,900	5,800	X	X 28-423	1500
4300			2,053,350	50,700	X	28-1115	500

50200

XL CAP LTD	CL A	G98255105	330,662	5,443	X	28-423	5443
			918,236	15,115	X	X 28-423	13115

2000

CHECK POINT SOFTWARE TECH LTD	ORD	M22465104	16,275,500	378,500	X	28-BFMG	378500
CORE LABORATORIES N V	COM	N22717107	6,817,350	386,800	X	28-BFMG	386800
NEW HOLLAND N V	ORD	N62648105	266,500	26,000	X	X 28-423	26000
TEEKAY SHIPPING CORP	COM	V89564104	2,424,725	146,953	X	28-423	146953
			7,233,600	438,400	X	28-1115	423500

14900

FLEXTRONICS INTL LTD	ORD	Y2573F102	26,550,600	520,600	X	28-BFMG	520600
A D C TELECOMMUNICATIONS	COM	000886101	3,910,334	82,000	X	28-BFMG	82000
			42,918	900	X		300

600

ACM GOVT INCOME FD INC	COM	000912105	309,925	36,734	X	28-423	36734
			21,093	2,500	X	X	2500

0 COLUMN TOTAL

95,646,013

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FILE NO. 28-1235  
PAGE 2 OF 114 FORM 13F NAME OF REPORTING MANAGER-PNC BANK CORP. AS  
OF 03/31/99

ITEM 8:	ITEM 3:	ITEM 4:	ITEM 5:	ITEM 6:	ITEM 7:	VOTING
AUTHORITY	CUSIP	FAIR MARKET	SHARES OR	INVESTMENT	MANAGERS	
ITEM 1:	ITEM 2:	FAIR MARKET	PRINCIPAL	(B) SHARED	MANAGERS	(A) SOLE
(SHARES)	TITLE OF CLASS	VALUE	AMOUNT	(A) SOLE (C) OTH	INSTR V	(A) SOLE
(B) SHARED (C) NONE	NUMBER	VALUE	AMOUNT	(A) SOLE (C) OTH	INSTR V	(A) SOLE
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<C>	<C>	<C>	<C>	<C>	<C>	<C>
AFLAC INC	COM	001055102	968,979	17,800	X X 28-423	
17800			206,861	3,800	X	28-1332 3800
			79,914	1,468	X	1468
AGL RES INC	COM	001204106	197,327	11,236	X	28-423 11236
			231,818	13,200	X X 28-423	13200
			11,696	666	X X	
666						
AES CORP	COM	00130H105	251,065	6,740	X X 28-423	800
5940						
AMR CORP	COM	001765106	360,156	6,150	X	28-423 1750
4400			23,823,022	406,800	X	28-1115 396900
9900			117,124	2,000	X	2000
			35,137	600	X X	600
ARM FINL GROUP INC	CL A	001944107	802,520	53,727	X	28-423 53727
			6,266,072	419,500	X	28-1115 403100

16400	AT&T CORP	COM	001957109	119,159,236	1,492,999	X	28-423	1301030
23573	168396			67,099,225	840,716	X	X 28-423	383920
390116	66680			6,161,486	77,200	X	28-AMG	77200
37900				117,080,213	1,466,950	X	28-1115	1429050
4825				13,191,567	165,283	X	28-1332	160458
3200	860			2,795,575	35,027	X	X 28-1332	30967
625				3,676,620	46,066	X	PNC-FLA	46066
				1,303,091	16,327	X	X PNC-FLA	16327
				1,433,424	17,960	X	PNC-MASS	17335
				31,925	400	X	X	400
AT&T CORP		COM LIB GRP A	001957208	401,262	7,630	X	28-423	7630
208	3122			296,713	5,642	X	X 28-423	2312
				4,733,100	90,000	X	28-BFMG	90000
				99,448	1,891	X		1891
AAMES FINL CORP		COM	00253A101	115,784	68,633	X	28-423	68633
				3,796	2,250	X	X	2250
0	COLUMN TOTAL			370,934,156				

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FORM 13F NAME OF REPORTING MANAGER-PNC BANK CORP. AS

ITEM 8:	ITEM 3:	ITEM 4:	ITEM 5:	ITEM 6:	ITEM 7:	VOTING
AUTHORITY	CUSIP	FAIR MARKET	SHARES OR	INVESTMENT	MANAGERS	
ITEM 1:	ITEM 2:	FAIR MARKET	PRINCIPAL	(B) SHARED	MANAGERS	
(SHARES)	TITLE OF CLASS	VALUE	AMOUNT	(A) SOLE (C) OTH	INST V	(A) SOLE
NAME OF ISSUER	NUMBER					
(B) SHARED (C) NONE						
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ABBOTT LABS	COM	002824100	91,262,803	1,949,560	X	28-423 1730320
37690	181550		123,185,778	2,631,500	X	X 28-423 1897377
491989	242134		19,146,108	409,000	X	28-BFMG 409000
250			5,530,838	118,150	X	28-1332 117900
13800			4,044,557	86,400	X	X 28-1332 72600
			1,081,825	23,110	X	PNC-FLA 23110
			763,036	16,300	X	X PNC-FLA 16300
			185,563	3,964	X	
ABERCROMBIE & FITCH CO	CL A	002896207	9,317,250	101,000	X	28-BFMG 101000
102			20,387	221	X	
8			1,199	13	X	X
ABOVENET COMMUNICATIONS INC	COM	003743101	30,520,050	233,200	X	28-BFMG 233200
ACNIELSEN CORP	COM	004833109	300,057	11,062	X	28-423 10913
66	83		3,608	133	X	
917	177		74,106	2,732	X	X 1638
ACTION PERFORMANCE COS INC	COM	004933107	17,508,650	581,200	X	28-BFMG 581200
			6,176	205	X	X 205
ADAC LABS	COM NEW	005313200	2,122,775	155,800	X	28-423 155800
18200			6,351,975	466,200	X	28-1115 448000
			36,788	2,700	X	X 2700

ADAPTEC INC	COM	00651F108	228,120	10,000	X	28-423	10000
			223,558	9,800	X	X 28-423	9800
			9,125	400	X		400
ADOBE SYS INC	COM	00724F101	227,000	4,000	X	X 28-423	1000
3000			1,878,425	33,100	X	28-1115	300
32800							
ADVANCED TISSUE SCIENCES INC	COM	00755F103	21,883	10,150	X	28-423	10150
ADVANTAGE LEARNING SYSTEMS	COM	00757K100	21,224,665	683,300	X	28-BFMG	683300
AEGON N V	SPONSORED ADR	007924103	13,302,848	148,015	X	28-423	143943
1400 2672			2,224,856	24,755	X	X 28-423	12792
11963			78,551	874	X		874
ADVANTA CORP	CL A	007942105	6,102,850	551,695	X	28-423	551695
			3,319	300	X		300
0	COLUMN TOTAL		356,988,729				

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FORM 13F NAME OF REPORTING MANAGER-PNC BANK CORP.

ITEM 8:	ITEM 3:	ITEM 4:	ITEM 5:	ITEM 6:	ITEM 7:	VOTING	
AUTHORITY	CUSIP	FAIR MARKET	SHARES OR	INVESTMENT	MANAGERS		
ITEM 1:	NUMBER	VALUE	PRINCIPAL	(B) SHARED	INST V	(A) SOLE	
(SHARES)			AMOUNT	(A) SOLE (C) OTH			
NAME OF ISSUER	TITLE OF CLASS						
(B) SHARED (C) NONE							
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<C>	<C>	<C>	<C>	<C>	<C>	<C>	
ADVANCED ENERGY INDS	COM	007973100	9,212,742	391,000	X	28-BFMG	391000
			61,921	2,628	X		2628
AETNA INC	COM	008117103	1,057,088	12,736	X	28-423	9186
450 3100			1,800,851	21,697	X	X 28-423	18849
2024 824			390,100	4,700	X	28-1115	200
4500			8,300	100	X	X	100
AFFILIATED COMPUTER SERVICES	CL A	008190100	20,001,900	437,200	X	28-BFMG	437200
AIR PRODS & CHEMS INC	COM	009158106	13,461,141	393,026	X	28-423	354086
4900 34040			10,639,352	310,638	X	X 28-423	151076
135642 23920			11,155,225	325,700	X	28-1115	219500
106200			989,825	28,900	X	28-1332	28900
			260,300	7,600	X	PNC-FLA	7600
			318,388	9,296	X	X PNC-FLA	9296
			17,125	500	X		500
			137,000	4,000	X	X	4000
AIRBORNE FGHT CORP	COM	009266107	765,700	24,700	X	28-423	24700
78400			10,037,800	323,800	X	28-1115	245400
AIRTOUCH COMMUNICATIONS INC	COM	00949T100	24,948,478	258,199	X	28-423	225482
3890 28827			12,152,623	125,771	X	X 28-423	60652
61989 3130			22,919,450	237,200	X	28-BFMG	237200
			5,034,163	52,100	X	28-AMG	52100
			1,334,971	13,816	X	28-1332	12176
1640			1,589,481	16,450	X	PNC-FLA	16450
			399,158	4,131	X	PNC-MASS	4131

350			230,934	2,390	X	X	2040
ALAMO GROUP INC	COM	011311107	413,335	52,487	X	28-423	52487
11600			2,070,101	262,870	X	28-1115	251270
ALBERTSONS INC	COM	013104104	3,478,198	63,894	X	28-423	41853
1000 21041			4,403,953	80,900	X	X 28-423	75100
4800 1000			32,525,019	597,480	X	28-1115	580180
17300			14,689,824	269,850	X	28-1332	269850
			217,748	4,000	X	X 28-1332	2500
500 1000			223,192	4,100	X	PNC-FLA	4100
			44,094	810	X		810
0	COLUMN TOTAL		206,989,480				

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AS OF 03/31/99

ITEM 8:	ITEM 1:	ITEM 2:	ITEM 3:	ITEM 4:	ITEM 5:	ITEM 6:	ITEM 7:	ITEM 8:
AUTHORITY	(SHARES)	TITLE OF CLASS	CUSIP	FAIR MARKET	SHARES OR	INVESTMENT	MANAGERS	VOTING
(B) SHARED (C) NONE	(B) SHARED (C) NONE		NUMBER	VALUE	PRINCIPAL	(A) SOLE (B) SHARED (C) OTH	INSTR V	(A) SOLE
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
ALCOA INC	1280 16056	COM	013817101	7,180,418	174,337	X	28-423	157001
50660 11288				5,442,697	132,146	X	X 28-423	70198
33600				31,158,789	756,520	X	28-1115	722920
				885,521	21,500	X	28-1332	21500
				93,906	2,280	X		2280
				159,476	3,872	X	X	3872
ALEXANDER & BALDWIN INC	1000	COM	014482103	726,125	37,000	X	X 28-423	36000
ALEXANDRIA REAL ESTATE EQ INC	6300	COM	015271109	1,941,718	73,447	X	28-423	73447
				4,631,762	175,200	X	28-1115	168900
ALIAN T COMMUNICATIONS INC	2000	COM	016090102	687,742	16,800	X	X 28-423	14800
				21,042	514	X		514
ALKERMES INC	500	COM	01642T108	17,884,175	656,300	X	28-BFMG	656300
				13,625	500	X	X	
ALLEGHANY CORP DEL	305955	COM	017175100	56,325,509	306,325	X	X 28-423	370
				96,534	525	X		525
ALLEGHENY ENERGY INC	7000 5450	COM	017361106	3,473,478	117,745	X	28-423	105295
30885 27110				3,248,570	110,121	X	X 28-423	52126
				297,950	10,100	X	PNC-FLA	10100
				87,025	2,950	X		2950
				14,750	500	X	X	500
ALLEGHENY TELEDYNE INC	400	COM	017415100	3,548,415	187,380	X	28-423	186980
40000				814,291	43,000	X	X 28-423	3000
ALLEN TELECOM INC		COM	018091108	691,990	106,460	X	28-423	106460
ALLERGAN INC		COM	018490102	1,938,962	22,065	X	28-423	16065

6000				7,866,746	89,522	X	X	28-423	76530
11968	1024			108,965	1,240	X			1240
				173,993	1,980	X	X		1980
	ALLIANCE CAP MGMT L P	UNIT LTD PARTN	018548107	428,279	16,920	X		28-423	16920
				20,072	793	X			793
				101,248	4,000	X	X		3600
400									
0	COLUMN TOTAL			150,063,773					
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FILE NO. 28-1235  
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AS OF 03/31/99

ITEM 8:		ITEM 3:		ITEM 4:		ITEM 5:		ITEM 6:		ITEM 7:		ITEM 8:	
AUTHORITY		CUSIP		FAIR MARKET		SHARES OR		DISCRETION		MANAGERS		VOTING	
ITEM 1:		ITEM 2:		FAIR MARKET		PRINCIPAL		(B) SHARED		INSTR V		(A) SOLE	
(SHARES)		TITLE OF CLASS		VALUE		AMOUNT		(A) SOLE (C) OTH		INSTR V		(A) SOLE	
(B) SHARED (C) NONE													
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5300	ALLIED IRISH BKS P L C	SPONSD ADR ORD	019228402	2,304,324	22,264	X		28-423					16964
4046				418,761	4,046	X	X	28-423					
				99,153	958	X							958
900	ALLIEDSIGNAL INC	COM	019512102	12,709,527	258,392	X		28-423					210286
22312	47206			4,730,265	96,169	X	X	28-423					57257
63900				5,508,944	112,000	X		28-AMG					112000
1100				69,756,020	1,418,180	X		28-1115					1354280
				548,140	11,144	X		28-1332					10044
				302,697	6,154	X		PNC-FLA					6154
				39,350	800	X							800
				231,081	4,698	X	X						4698
2991	ALLMERICA FINL CORP	COM	019754100	971,899	17,651	X		28-423					14660
77100				4,272,811	77,600	X		28-1115					500
				117,502	2,134	X	X						2134
5282	ALLSTATE CORP	COM	020002101	32,515,493	877,327	X		28-423					692591
365904	179454			23,416,476	631,819	X	X	28-423					240287
24182				3,183,626	85,900	X		28-AMG					85900
2400				24,811,527	669,460	X		28-1115					645278
1370				1,987,264	53,620	X		28-1332					51220
				314,286	8,480	X	X	28-1332					7110
				341,119	9,204	X		PNC-FLA					9204
				160,849	4,340	X							4340
				194,020	5,235	X	X						5235
5419	ALLTEL CORP	COM	020039103	46,685,629	748,467	X		28-423					640034
87215	103014			12,842,514	205,892	X	X	28-423					111816
53900				5,657,413	90,700	X		28-AMG					90700
1421				17,430,694	279,450	X		28-1115					225550
				1,578,836	25,312	X		28-1332					23891
				340,193	5,454	X		PNC-FLA					5454
2635				1,800,392	28,864	X		PNC-MASS					26229
				63,248	1,014	X	X						1014

ALZA CORP DEL 200	COM	022615108	387,855	10,140	X	28-423	9940
			38,250	1,000	X		1000
1900			72,675	1,900	X	X	
AMBAC FINL GROUP INC 200	COM	023139108	203,580	3,770	X	28-423	3570
			8,100	150	X	X	
150							
0		COLUMN TOTAL	276,044,513				
0							
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FORM 13F

NAME OF REPORTING MANAGER-PNC BANK CORP.

				ITEM 5:		ITEM 6: INVESTMENT			
ITEM 8:		ITEM 3:	ITEM 4:	SHARES OR	DISCRETION	ITEM 7:	VOTING		
AUTHORITY		ITEM 2:	CUSIP	FAIR MARKET	PRINCIPAL	(B) SHARED	MANAGERS		
ITEM 1: (SHARES)		TITLE OF CLASS	NUMBER	VALUE	AMOUNT	(A) SOLE	(C) OTH	INSTR V	(A) SOLE
NAME OF ISSUER (B) SHARED (C) NONE									
<S>		<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
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AMERADA HESS CORP 352 2565	COM	023551104	803,927	15,802	X	28-423	12885		
822			276,964	5,444	X	X 28-423	4622		
AMEREN CORP 200 1100	COM	023608102	222,550	6,150	X	28-423	4850		
4580			320,327	8,852	X	X 28-423	4272		
69988			2,551,184	70,500	X	28-1115	512		
			38,177	1,055	X	X	1055		
AMERICA ONLINE INC DEL 100 9092	COM	02364J104	10,355,709	70,447	X	28-423	61255		
8180 4627			3,221,799	21,917	X	X 28-423	9110		
			40,307,400	274,200	X	28-BFMG	274200		
			13,450,500	91,500	X	28-1115	91500		
			898,170	6,110	X	PNC-FLA	6110		
			1,074,276	7,308	X	PNC-MASS	7208		
100			164,052	1,116	X		1116		
			58,800	400	X	X	400		
AMERICAN ELEC PWR INC 110 5786	COM	025537101	3,092,451	77,921	X	28-423	72025		
19296 3798			4,248,573	107,052	X	X 28-423	83958		
500			274,118	6,907	X	28-1332	6407		
			43,695	1,101	X		1101		
			77,985	1,965	X	X	1965		
AMERICAN EXPRESS CO 1888 14902	COM	025816109	24,264,507	206,068	X	28-423	189278		
85528 10653			18,339,563	155,750	X	X 28-423	59569		
			9,561,300	81,200	X	28-BFMG	81200		
			753,600	6,400	X	X 28-1332	6400		
			127,877	1,086	X		986		
100			94,200	800	X	X	800		
AMERICAN GENERAL CORP 6400	COM	026351106	1,701,024	24,128	X	28-423	17728		
3500 30469			3,562,718	50,535	X	X 28-423	16566		
11347			18,788,744	266,507	X	28-1115	255160		
			977,271	13,862	X	X 28-1332	13862		
			35,250	500	X		500		



0 COLUMN TOTAL 159,686,711

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FORM 13F NAME OF REPORTING MANAGER-PNC BANK CORP.

ITEM 8:		ITEM 3:		ITEM 4:		ITEM 5:		ITEM 6:		ITEM 7:		ITEM 8:	
AUTHORITY		CUSIP		FAIR MARKET		SHARES OR		DISCRETION		MANAGERS		VOTING	
ITEM 1:		ITEM 2:		ITEM 3:		ITEM 4:		ITEM 5:		ITEM 6:		ITEM 7:	
(SHARES)		TITLE OF CLASS		NUMBER		VALUE		PRINCIPAL		(B) SHARED		(A) SOLE	
NAME OF ISSUER		NUMBER		VALUE		AMOUNT		(A) SOLE		(C) OTH		INSTR V	
(B) SHARED (C) NONE		<C>		<C>		<C>		<C>		<C>		<C>	
<S>		<C>		<C>		<C>		<C>		<C>		<C>	
43145	241279	COM	026609107	233,839,688	3,583,750	X	28-423	3299326					
1092264	170193			176,779,998	2,709,272	X	X 28-423	1446815					
				20,945,250	321,000	X	28-BFMG	321000					
				14,107,050	216,200	X	28-AMG	216200					
				47,663,820	730,480	X	28-1115	719580					
10900				16,040,799	245,836	X	28-1332	244596					
1240				12,474,887	191,186	X	X 28-1332	171186					
16000	4000			2,500,772	38,326	X	PNC-FLA	38326					
				1,935,315	29,660	X	X PNC-FLA	29660					
				1,035,126	15,864	X	PNC-MASS	14889					
975				19,575	300	X	X	300					
		COM	026874107	145,276,769	1,204,367	X	28-423	1043137					
3329	157901			89,348,988	740,717	X	X 28-423	531322					
141387	68008			13,823,625	114,600	X	28-BFMG	114600					
				15,717,438	130,300	X	28-AMG	130300					
				34,254,484	283,975	X	28-1115	273975					
10000				23,471,092	194,579	X	28-1332	192430					
900	1249			864,278	7,165	X	X 28-1332	3628					
3537				1,520,599	12,606	X	PNC-FLA	12606					
				289,500	2,400	X	X PNC-FLA	2400					
				4,810,887	39,883	X	PNC-MASS	36676					
3207				72,616	602	X	X	602					
		CL A	027070101	375,000	15,000	X	X 28-423						
15000				272,500	10,900	X	28-BFMG	10900					
		COM	027284108	560,000	40,000	X	28-423	40000					
		COM	029069101	230,240	23,921	X	PNC-FLA	23921					
		COM	030096101	224,235	6,795	X	28-423	6795					
6384				283,536	8,592	X	X 28-423	2208					
74900				2,488,200	75,400	X	28-1115	500					
				9,900	300	X		300					
		COM	030411102	222,602	7,643	X		5243					
2400				154,042	5,289	X	X	1789					
3500													

0 COLUMN TOTAL 861,612,811

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ITEM 8:		ITEM 3:		ITEM 4:		ITEM 5:		ITEM 6:		ITEM 7:		ITEM 7:	
AUTHORITY		CUSIP		FAIR MARKET		SHARES OR		DISCRETION		MANAGERS		VOTING	
ITEM 1:		ITEM 2:		FAIR MARKET		PRINCIPAL		(B) SHARED		MANAGERS		(A) SOLE	
(SHARES)		TITLE OF CLASS		VALUE		AMOUNT		(A) SOLE (C) OTH		INSTR V		(A) SOLE	
NAME OF ISSUER		NUMBER		VALUE		AMOUNT		(A) SOLE (C) OTH		INSTR V		(A) SOLE	
(B) SHARED (C) NONE								(A) SOLE (C) OTH		INSTR V		(A) SOLE	
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AMERITECH CORP NEW 6850 18740	COM	030954101	17,844,100	309,659	X	28-423	284069						
140378 37422			22,100,398	383,521	X	X 28-423	205721						
1214			2,999,612	52,054	X	28-1332	50840						
1200 296			1,409,104	24,453	X	X 28-1332	22957						
160			727,343	12,622	X	PNC-FLA	12622						
			422,737	7,336	X	X PNC-FLA	7336						
			379,173	6,580	X	PNC-MASS	6420						
			34,575	600	X	X	600						
AMGEN INC 3700 93400	COM	031162100	24,061,231	321,352	X	28-423	224252						
34880 6900			16,092,884	214,930	X	X 28-423	173150						
5800			14,136,400	188,800	X	28-BFMG	188800						
			763,725	10,200	X	X 28-1332	4400						
			247,088	3,300	X	PNC-FLA	3300						
			252,329	3,370	X	PNC-MASS	3370						
			112,163	1,498	X		1498						
			59,900	800	X	X	800						
AMP INC 4941 30931	COM	031897101	23,940,073	447,478	X	28-423	411606						
249057 18941			20,246,326	378,436	X	X 28-423	110438						
923 872			3,112,523	58,178	X	28-1332	58178						
			1,268,806	23,716	X	X 28-1332	21921						
			377,175	7,050	X	PNC-FLA	7050						
			256,800	4,800	X	X PNC-FLA	4800						
AMSOUTH BANCORPORATION 4750	COM	032165102	216,125	4,750	X	X 28-423							
			118,300	2,600	X		2600						
ANADARKO PETE CORP 2000	COM	032511107	582,105	15,420	X	28-423	13420						
6000 3600			558,700	14,800	X	X 28-423	5200						
			7,550	200	X		200						
ANDRX CORP	COM	034551101	2,478,600	27,200	X	28-BFMG	27200						
ANGLO AMERN CORP SOUTH AFRICA 100	ADR	034861302	246,725	7,100	X	X 28-423	7000						
ANHEUSER BUSCH COS INC 9800 10005	COM	035229103	17,526,639	230,235	X	28-423	210430						
84978 11750			15,443,631	202,872	X	X 28-423	106144						
			11,302,659	148,475	X	28-1115	148475						
			2,786,175	36,600	X	28-1332	36600						
			29,384	386	X		386						
			289,275	3,800	X	X	3800						
0	COLUMN TOTAL		202,430,333										

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ITEM 8:		ITEM 3:		ITEM 4:		ITEM 5:		INVESTMENT		ITEM 7:		VOTING	
AUTHORITY		CUSIP		FAIR MARKET		SHARES OR		DISCRETION		MANAGERS			
ITEM 1:		ITEM 2:		FAIR MARKET		PRINCIPAL		(B) SHARED					
(SHARES)		TITLE OF CLASS		VALUE		AMOUNT		(A) SOLE (C) OTH		INSTR V		(A) SOLE	
NAME OF ISSUER		NUMBER		VALUE		AMOUNT		(A) SOLE (C) OTH		INSTR V		(A) SOLE	
(B) SHARED (C) NONE								(A) SOLE (C) OTH		INSTR V		(A) SOLE	
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ANNTAYLOR STORES CORP	COM	036115103	38,058,263	861,300	X	28-BFMG	861300						
ANSWERTHINK CONSULTING GROUP	COM	036916104	8,932,000	319,000	X	28-BFMG	319000						
AON CORP	COM	037389103	1,779,665	28,137	X	28-423	26862						
1275			2,112,550	33,400	X	X 28-423	22500						
5500	5400		14,231	225	X		225						
			156,544	2,475	X	X	2475						
APACHE CORP	COM	037411105	681,521	26,150	X	X 28-423	26150						
765			30,362	1,165	X		400						
APPLE COMPUTER INC	COM	037833100	204,841	5,700	X	X 28-423	500						
5200			111,944	3,115	X		3115						
APPLIED MATLS INC	COM	038222105	10,036,290	162,697	X	28-423	136997						
2000	23700		4,279,844	69,380	X	X 28-423	11250						
57130	1000		13,509,453	219,000	X	28-1115	219000						
			181,977	2,950	X		2950						
			135,711	2,200	X	X	2200						
ARCADIA FINL LTD	COM	039101100	1,491,809	314,065	X	28-423	314065						
ARCHER DANIELS MIDLAND CO	COM	039483102	1,450,929	98,790	X	28-423	83814						
1566	13410		1,602,043	109,079	X	X 28-423	101222						
1002	6855		13,941,282	949,226	X	28-1115	912782						
36444			57,984	3,948	X		3948						
ARDEN RLTY GROUP INC	COM	039793104	2,073,700	93,200	X	28-1115	725						
92475			8,900	400	X	X	400						
AREA BANCSHARES CORP NEW	COM	039872106	470,539	20,130	X	28-423	20130						
ARMCO INC	COM	042170100	1,109,250	250,000	X	X 28-423							
250000			2,219	500	X		500						
ARMSTRONG WORLD INDS INC	COM	042476101	665,695	14,732	X	28-423	14732						
5090	3000		1,049,784	23,232	X	X 28-423	15142						
ASCEND COMMUNICATIONS INC	COM	043491109	3,250,487	38,841	X	28-423	38841						
6400			636,021	7,600	X	X 28-423	1200						
0			25,106	300	X	X	300						
0	COLUMN TOTAL		108,060,944										
0													
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FORM 13F NAME OF REPORTING MANAGER-PNC BANK CORP.

ITEM 8:		ITEM 3:		ITEM 4:		ITEM 5:		ITEM 6:		ITEM 7:		VOTING	
AUTHORITY		CUSIP		FAIR MARKET		SHARES OR		DISCRETION		MANAGERS			
ITEM 1:		ITEM 2:		FAIR MARKET		PRINCIPAL		(B) SHARED					
(SHARES)		TITLE OF CLASS		VALUE		AMOUNT		(A) SOLE (C) OTH		INSTR V		(A) SOLE	
NAME OF ISSUER		NUMBER		VALUE		AMOUNT		(A) SOLE (C) OTH		INSTR V		(A) SOLE	
(B) SHARED (C) NONE								(A) SOLE (C) OTH		INSTR V		(A) SOLE	

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ASHLAND INC 708		COM	044204105	357,503	8,733	X	28-423	8025
64600				2,660,905	65,000	X	28-1115	400
				8,597	210	X		210
				8,187	200	X	X	200
AT HOME CORP 125		COM SER A	045919107	6,709,500 132,773	42,600 843	X X	28-BFMG	42600 718
				39,375	250	X	X	250
ASSOCIATES FIRST CAP CORP 10962 105936		CL A	046008108	32,795,190	728,782	X	28-423	611884
97101 15015				9,345,915	207,687	X	X 28-423	95571
				9,630,000	214,000	X	28-BFMG	214000
				4,342,500	96,500	X	28-AMG	96500
				7,184,430	159,654	X	28-1115	159654
2078				1,753,785	38,973	X	28-1332	36895
				618,210	13,738	X	PNC-FLA	13738
930				1,086,075	24,135	X	PNC-MASS	23205
1490 690				288,000	6,400	X	X	4220
ASTORIA FINL CORP 2695		COM	046265104	3,957,500 249,750	79,150 4,995	X X	28-423 28-423	79150 2300
3500				4,435,000	88,700	X	28-1115	85200
ATLANTIC COAST AIRLINES HLDGS		COM	048396105	1,150,313	40,900	X	28-1115	40900
ATLANTIC RICHFIELD CO 14682 26898		COM	048825103	41,400,962	566,167	X	28-423	524587
271952 36877				40,479,660	553,568	X	X 28-423	244739
25600				38,792,813	530,500	X	28-1115	504900
1135				2,343,583	32,049	X	28-1332	30914
14000				2,391,553	32,705	X	X 28-1332	18705
				290,745	3,976	X	X PNC-FLA	3976
				210,966	2,885	X		2885
				58,500	800	X	X	800
ATRIX LABS INC		COM	04962L101	225,000	20,000	X	28-423	20000
ATWOOD OCEANICS INC		COM	050095108	6,264,000	208,800	X	28-BFMG	208800
AUTOLIV INC 385		COM	052800109	432,414 107,089	11,512 2,851	X X	28-423	11512 2466
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AS OF 03/31/99

FORM 13F NAME OF REPORTING MANAGER-PNC BANK CORP.

ITEM 8:	ITEM 1:	ITEM 2:	ITEM 3:	ITEM 4:	ITEM 5:	ITEM 6:	ITEM 7:	ITEM 8:
AUTHORITY	(SHARES)	TITLE OF CLASS	CUSIP NUMBER	FAIR MARKET VALUE	SHARES OR PRINCIPAL AMOUNT	DISCRETION (B) SHARED (A) SOLE (C) OTH INSTR V	MANAGERS	VOTING (A) SOLE
	(B) SHARED (C) NONE							
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AUTOMATIC DATA PROCESSING INC 13900 180790		COM	053015103	50,241,166	1,214,288	X	28-423	1019598
234045 52776				44,170,130	1,067,556	X	X 28-423	780735
				11,812,563	285,500	X	28-BFMG	285500

			5,271,175	127,400	X	28-AMG	127400	
			14,952,925	361,400	X	28-1332	360000	
400	1000							
			866,144	20,934	X	X 28-1332	20534	
400								
			856,463	20,700	X	PNC-FLA	20700	
			74,475	1,800	X		1800	
			124,125	3,000	X	X	3000	
	AVALONBAY CMNTYS INC	COM	053484101	1,384,746	43,443	X	28-423	43443
	AVATAR HLDGS INC	SUB NT CONV 7%	053494AD2	4,400,000	50,000	X	X 28-423	50000
	AVERY DENNISON CORP	COM	053611109	14,009,875	243,650	X	28-423	240375
3275								
			299,230	5,204	X	X 28-423	4868	
336								
			51,290	892	X		892	
			57,500	1,000	X	X	1000	
	AVIATION SALES CO	COM	053672101	4,521,200	101,600	X	28-BFMG	101600
	AVNET INC	COM	053807103	363,825	9,900	X	28-1115	300
9600								
			153,248	4,170	X		3970	
200								
			34,288	933	X	X	800	
133								
	AVON PRODS INC	COM	054303102	437,865	9,304	X	28-423	7864
1440								
			291,784	6,200	X	X 28-423	1600	
4600								
			4,659,138	99,000	X	28-BFMG	99000	
	AWARE INC MASS	COM	05453N100	26,028,600	553,800	X	28-BFMG	553800
1000								
			54,285	1,155	X		155	
	BB&T CORP	COM	054937107	387,309	10,703	X	28-423	10703
	BCE INC	COM	05534B109	505,157	11,400	X	X 28-423	10200
1200								
			106,349	2,400	X		2400	
	BEI TECHNOLOGIES INC	COM	05538P104	393,719	36,625	X	28-423	36625
7500								
			2,170,425	201,900	X	28-1115	194400	
	BJS WHOLESALE CLUB INC	COM	05548J106	210,496	8,000	X	X 28-423	
8000								
			35,521	1,350	X		1350	
0		COLUMN TOTAL	188,925,016					

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FILE NO. 28-1235

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FORM 13F

NAME OF REPORTING MANAGER-PNC BANK CORP.

ITEM 8:	ITEM 5:	ITEM 6:	ITEM 3:	ITEM 4:	SHARES OR	DISCRETION	ITEM 7:	VOTING
AUTHORITY		INVESTMENT			PRINCIPAL	(B) SHARED	MANAGERS	
(SHARES)	ITEM 1:		CUSIP	FAIR MARKET	AMOUNT	(A) SOLE (C) OTH	INSTR V	(A) SOLE
(B) SHARED (C) NONE	ITEM 2:		NUMBER	VALUE				
<S>	TITLE OF CLASS							
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	BP AMOCO P L C	SPONSORED ADR	055622104	80,673,952	798,752	X	28-423	725268
22548	50936			69,499,211	688,111	X	X 28-423	339366
330896	17849			39,055,589	386,689	X	28-1115	371070
15619				4,672,563	46,263	X	28-1332	45602
661				5,610,247	55,547	X	X 28-1332	39573
2514	13460			345,925	3,425	X	PNC-FLA	3425

264				340,976	3,376	X	X	PNC-FLA	3112
				130,189	1,289	X			1289
BRE PROPERTIES INC 600	CL A	05564E106		260,188	11,500	X		28-423	10900
5800				3,563,438	157,500	X		28-1115	151700
1000				22,625	1,000	X	X		
BMC SOFTWARE INC 12000	COM	055921100		418,801	11,300	X		28-423	11300
				615,229	16,600	X	X	28-423	4600
				4,595,688	124,000	X		28-BFMG	124000
BALTIMORE GAS & ELEC CO 900 3495	COM	059165100		911,369	35,916	X		28-423	31521
9229 1177				688,830	27,146	X	X	28-423	16740
				153,773	6,060	X			6060
559				31,947	1,259	X	X		700
BANK NEW YORK INC 72270	COM	064057102		6,033,894	167,902	X		28-423	95632
21424				2,468,441	68,688	X	X	28-423	47264
				1,339,695	37,279	X	X	PNC-FLA	37279
				211,310	5,880	X		PNC-MASS	5880
				143,748	4,000	X			4000
				61,093	1,700	X	X		1700
BANK ONE CORP 13102 144144	COM	06423A103		85,280,246	1,548,804	X		28-423	1391558
183526 26481				24,545,979	445,788	X	X	28-423	235781
				16,050,573	291,500	X		28-AMG	291500
60341				111,993,575	2,033,954	X		28-1115	1973613
2616				4,731,643	85,933	X		28-1332	83317
1400				644,115	11,698	X	X	28-1332	10298
				1,760,057	31,965	X		PNC-FLA	31965
1050				1,985,315	36,056	X		PNC-MASS	35006
				62,771	1,140	X	X		1140
BANKATLANTIC BANCORP 100000	SB DB CV 6.75%	065908AB1		11,100,000	100,000	X	X	28-423	
BANKATLANTIC BANCORP 12900	CL B	065908105		1,389,557	200,311	X		28-1115	187411
				3,469	500	X			500

0 COLUMN TOTAL 481,396,021

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FORM 13F

NAME OF REPORTING MANAGER-PNC BANK CORP.

ITEM 8:	ITEM 1:	ITEM 2:	ITEM 3:	ITEM 4:	ITEM 5:	ITEM 6:	ITEM 7:	ITEM 8:
AUTHORITY	(SHARES)	TITLE OF CLASS	CUSIP	FAIR MARKET VALUE	SHARES OR PRINCIPAL AMOUNT	INVESTMENT (B) SHARED (A) SOLE (C) OTH	MANAGERS INSTR V	VOTING (A) SOLE
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
BANKATLANTIC BANCORP	CL A	065908501	1,403,806	198,783	X	28-423	198783	
14600			3,389,527	479,967	X	28-1115	465367	
BANKAMERICA CORP NEW 10279 87533	COM	06605F102	67,210,705	951,656	X	28-423	853844	
387410 22375			51,728,434	732,438	X	X 28-423	322653	

				6,137,313	86,900	X	28-AMG	86900
43059				109,188,934	1,546,038	X	28-1115	1502979
				4,572,616	64,745	X	28-1332	63921
824				256,722	3,635	X	X 28-1332	1326
2309				1,223,861	17,329	X	PNC-FLA	17329
				1,521,051	21,537	X	X PNC-FLA	21537
				197,044	2,790	X		2658
132								
	BANKBOSTON CORP	COM	06605R106	1,111,689	25,667	X	28-423	13291
3276	9100			373,436	8,622	X	X 28-423	
7200	1422			35,589,557	821,702	X	28-1115	791420
30282				172,772	3,989	X		3989
				60,637	1,400	X	X	1400
	BANKERS TR CORP	COM	066365107	368,444	4,175	X	28-423	4175
4895	150			1,638,450	18,566	X	X 28-423	13521
				172,088	1,950	X		1950
	BANKNORTH GROUP INC DEL	COM	06646L100	9,360,920	331,360	X	28-423	331360
14600				10,333,850	365,800	X	28-1115	351200
	BARNES GROUP INC	COM	067806109	359,213	19,158	X	28-423	13875
5283				32,906	1,755	X	X	1755
	BARRICK GOLD CORP	COM	067901108	373,658	21,900	X	28-423	16100
5800				3,808,238	223,200	X	28-1115	223200
				174,032	10,200	X	X 28-1332	
10200				42,655	2,500	X		2500
				5,119	300	X	X	300
	BARR LABS INC	COM	068306109	2,497,950	81,900	X	28-1115	78500
3400				173,850	5,700	X		5700
	BASE TEN SYS INC	CL A	069779205	14,625	13,000	X	28-423	13000
	BATTLE MTN GOLD CO	COM	071593107	58,231	21,175	X	X 28-423	14175
7000				8,049	2,927	X		2927
0	COLUMN TOTAL			313,560,382				

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FORM 13F

NAME OF REPORTING MANAGER-PNC BANK CORP.

ITEM 8:	ITEM 1:	ITEM 2:	ITEM 3:	ITEM 4:	ITEM 5:	ITEM 6:	ITEM 7:	ITEM 8:
AUTHORITY	(SHARES)	TITLE OF CLASS	CUSIP	FAIR MARKET	SHARES OR	INVESTMENT	MANAGERS	VOTING
	(B) SHARED (C) NONE	NUMBER	VALUE	PRINCIPAL	DISCRETION	(A) SOLE (C) OTH INSTR V		(A) SOLE
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
	<C>	COM	071707103	1,639,560	25,224	X	28-423	25224
	<C>			377,000	5,800	X	X 28-423	3900
1900								
		COM	071813109	2,516,316	38,126	X	28-423	37088
400	638			3,139,422	47,567	X	X 28-423	18564
23409	5594			6,105,000	92,500	X	28-BFMG	92500
				116,160	1,760	X		1760
				13,200	200	X	X	200

BEAR STEARNS COS INC 680	COM	073902108	276,166	6,180	X X 28-423	5500
			14,076	315	X	315
BECKMAN COULTER INC 5629	COM	075811109	4,981,134	112,568	X 28-423	106939
5916 239			384,223	8,683	X X 28-423	2528
44400			1,977,975	44,700	X 28-1115	300
			11,638	263	X	263
			43,144	975	X X	975
BECTON DICKINSON & CO 75600 1100	COM	075887109	247,496	6,460	X 28-423	6460
			3,344,638	87,300	X X 28-423	10600
			367,795	9,600	X X PNC-FLA	9600
			22,987	600	X	600
BED BATH & BEYOND INC	COM	075896100	3,796,000	104,000	X 28-BFMG	104000
			14,600	400	X	400
			14,600	400	X X	400
BEDFORD PPTY INVS INC 11700	COM PAR \$0.02	076446301	1,161,518	79,420	X 28-423	79420
			4,728,994	323,350	X 28-1115	311650
BELCO OIL & GAS CORP 9000	COM	077410108	669,771	112,813	X 28-423	103813
BELCO OIL & GAS CORP	PFD CONV	077410207	504,000	32,000	X X 28-423	32000
BELDEN INC 13100	COM	077459105	2,132,648	124,994	X 28-423	124994
			5,713,211	334,850	X 28-1115	321750
BELL & HOWELL CO NEW 9100	COM	077852101	4,493,559	153,301	X 28-423	153301
			6,935,219	236,600	X 28-1115	227500
0	COLUMN TOTAL		55,742,050			
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FORM 13F NAME OF REPORTING MANAGER-PNC BANK CORP.

ITEM 8:	ITEM 1:	ITEM 2:	ITEM 3:	ITEM 4:	ITEM 5:	ITEM 6:	ITEM 7:	ITEM 8:
AUTHORITY	(SHARES)	TITLE OF CLASS	CUSIP	FAIR MARKET	SHARES OR	INVESTMENT	MANAGERS	VOTING
(B) SHARED (C) NONE	(B) SHARED (C) NONE		NUMBER	VALUE	PRINCIPAL	(A) SOLE (B) SHARED (C) OTH	INSTR V	(A) SOLE
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
BELL ATLANTIC CORP 73222 340461	COM	077853109	164,004,091	3,173,024	X	28-423	2759341	
1221018 189051			155,141,477	3,001,557	X X	28-423	1591488	
			5,825,125	112,700	X	28-AMG	112700	
41804			67,932,224	1,314,300	X	28-1115	1272496	
1000 2293			9,888,240	191,310	X	28-1332	188017	
6540 200			2,117,978	40,977	X X	28-1332	34237	
			3,531,359	68,322	X	PNC-FLA	68322	
800			756,801	14,642	X X	PNC-FLA	13842	
810			936,724	18,123	X	PNC-MASS	17313	
			43,417	840	X X		840	
BELL MICROPRODUCTS INC 14700	COM	078137106	251,652	41,513	X 28-423	41513		
			2,330,233	384,400	X 28-1115	369700		
BELLSOUTH CORP	COM	079860102	59,837,404	1,493,620	X 28-423	1329968		



20792	142860			41,240,183	1,029,409	X	X	28-423	621899
303962	103548			26,464,957	660,600	X		28-1115	642000
18600				8,362,101	208,729	X		28-1332	203613
1000	4116			1,819,496	45,417	X	X	28-1332	40713
4256	448			1,720,783	42,953	X		PNC-FLA	42953
				176,673	4,410	X			4410
				149,832	3,740	X	X		3740
BELO A H CORP DEL 19516		COM SER A	080555105	356,167	19,516	X	X	28-423	
				25,550	1,400	X			1400
BEMIS INC 475		COM	081437105	949,721	30,575	X		28-423	30100
700	3017			142,357	4,583	X	X		866
BERGEN BRUNSWIG CORP 119300		CL A	083739102	2,401,000	120,050	X		28-1115	750
				35,240	1,762	X	X		1762
BERKLEY W R CORP 7900		COM	084423102	3,073,844	125,463	X		28-423	125463
				5,023,848	205,055	X		28-1115	197155
BERKSHIRE HATHAWAY INC DEL 24	646	CL B	084670207	16,755,577	7,127	X		28-423	6457
484	154			3,195,009	1,359	X	X	28-423	721
				1,582,223	673	X		28-1332	673
				376,160	160	X		PNC-FLA	160
				547,783	233	X		PNC-MASS	175
58				86,987	37	X	X		37
0		COLUMN TOTAL		587,082,216					
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FORM 13F

NAME OF REPORTING MANAGER-PNC BANK CORP.

ITEM 8:		ITEM 5:		ITEM 6:		ITEM 7:		ITEM 8:
AUTHORITY		SHARES OR		INVESTMENT		MANAGERS		VOTING
ITEM 1:	ITEM 2:	CUSIP	FAIR MARKET	PRINCIPAL	(B) SHARED	(A) SOLE	(C) OTH	(A) SOLE
(SHARES)	TITLE OF CLASS	NUMBER	VALUE	AMOUNT	(A) SOLE	(C) OTH	INSTR V	(A) SOLE
NAME OF ISSUER					(A) SOLE	(C) OTH		
(B) SHARED (C) NONE					(A) SOLE	(C) OTH		
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
BEST BUY INC	COM	086516101	10,556,000	203,000	X		28-BFMG	203000
			65,000	1,250	X			1250
			8,320	160	X	X		
160								
BESTFOODS	COM	08658U101	30,728,459	653,797	X		28-423	550685
15000	88112		28,915,058	615,214	X	X	28-423	384672
183442	47100		3,990,300	84,900	X		28-AMG	84900
			16,111,600	342,800	X		28-1115	342800
			984,744	20,952	X		28-1332	20952
			808,400	17,200	X	X	28-1332	15200
2000			386,152	8,216	X		PNC-FLA	8216
			378,350	8,050	X	X	PNC-FLA	8050
			91,650	1,950	X			1350
600								
BILLING CONCEPTS CORP	COM	090063108	225,625	19,000	X		28-BFMG	19000
			7,125	600	X			600
BINDVIEW DEV CORP	COM	090327107	3,333,488	107,100	X		28-BFMG	107100
			62,250	2,000	X	X		2000



1360			226,310	4,777	X	X	28-423	3417
			4,112,055	86,798	X		PNC-MASS	86798
			52,113	1,100	X			700
400			142,125	3,000	X	X		3000
	BOEING CO	COM	097023105	27,024,254	794,831	X	28-423	677501
5829	111501							
			10,059,784	295,876	X	X	28-423	160918
115519	19439							
			3,099,780	91,170	X		28-BFMG	91170
			1,050,600	30,900	X		28-AMG	30900
			19,750,940	580,910	X		28-1115	563710
17200								
			1,984,954	58,381	X		28-1332	56724
1657								
			260,100	7,650	X		PNC-FLA	7650
			331,908	9,762	X		PNC-MASS	8662
1100								
			80,444	2,366	X	X		1766
600								
	BON-TON STORES INC	COM	09776J101	350,313	47,500	X	28-423	47500
				3,078,325	417,400	X	28-1115	402400
15000								
0		COLUMN TOTAL		96,168,388				
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FORM 13F

NAME OF REPORTING MANAGER-PNC BANK CORP.

ITEM 8:		ITEM 3:		ITEM 4:		ITEM 5:		ITEM 6: INVESTMENT		ITEM 7:		VOTING	
AUTHORITY		CUSIP		FAIR MARKET		SHARES OR		DISCRETION		MANAGERS			
ITEM 1: (SHARES)		ITEM 2: TITLE OF CLASS		NUMBER		VALUE		AMOUNT		(A) SOLE (C) OTH INSTR V		(A) SOLE	
(B) SHARED (C) NONE		<C>		<C>		<C>		<C>		<C>		<C>	
<S>		<C>		<C>		<C>		<C>		<C>		<C>	
	BORG-WARNER AUTOMOTIVE INC	COM	099724106	6,620,528	138,470	X	28-423	138470					
				9,294,653	194,400	X	28-1115	186700					
7700				43,031	900	X	X	900					
	BOSTON PROPERTIES INC	COM	101121101	415,553	13,140	X	28-423	8140					
5000				161,288	5,100	X		4300					
800				15,813	500	X	X	500					
	BOSTON SCIENTIFIC CORP	COM	101137107	381,875	9,400	X	X	28-423	1000				
8400				178,750	4,400	X		4150					
250													
	BOWATER INC	COM	102183100	2,599,400	65,600	X	28-1115	500					
65100				9,906	250	X		250					
				19,813	500	X	X	500					
	BOYKIN LODGING CO	COM	103430104	681,900	56,825	X	28-423	56825					
	BRANDYWINE RLTY TR	SH BEN INT NEW	105368203	1,499,599	92,283	X	28-423	92283					
14300				5,016,375	308,700	X	28-1115	294400					
2000				48,750	3,000	X	X	1000					
	BRIGGS & STRATTON CORP	COM	109043109	212,042	4,300	X	X	28-423					
300	4000			63,119	1,280	X		800					
480													
	BRIGHT HORIZON FAMILY SOLUTION	COM	109195107	566,650	25,904	X	28-BFMG	25904					
	BRIGHTPOINT INC	COM	109473108	115,758	19,600	X	28-423	19600					

13700				238,012	40,300	X	28-1115	26600
BRISTOL MYERS SQUIBB CO 67440 256972	COM	110122108	458,594,683	7,151,574		X	28-423	6827162
995827 204729			400,394,512	6,243,969		X X	28-423	5043413
			28,766,475	448,600		X	28-BFMG	448600
			13,119,975	204,600		X	28-AMG	204600
			63,729,990	993,840		X	28-1115	979040
14800			21,499,830	335,280		X	28-1332	328730
1200 5350			12,100,901	188,708		X X	28-1332	163608
25100			5,754,321	89,736		X	PNC-FLA	74440
15296			1,641,600	25,600		X X	PNC-FLA	25200
400			4,594,300	71,646		X	PNC-MASS	66431
5215			157,748	2,460		X X		2460
BRITISH AWYS PLC 6700	ADR 2ND INSTAL	110419306	533,559	7,775		X	28-423	1075
0	COLUMN TOTAL		1,039,070,709					
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PAGE 20 OF 114 FORM 13F NAME OF REPORTING MANAGER-PNC BANK CORP.  
AS OF 03/31/99

ITEM 8: AUTHORITY (SHARES) NAME OF ISSUER (B) SHARED (C) NONE <S> <C>	ITEM 1: (B) SHARED (C) NONE <S> <C>	ITEM 2: TITLE OF CLASS <C>	ITEM 3: CUSIP <C>	ITEM 4: FAIR MARKET VALUE <C>	ITEM 5: SHARES OR PRINCIPAL AMOUNT <C>	ITEM 6: INVESTMENT		ITEM 7: MANAGERS INSTR V <C>	VOTING (A) SOLE <C>
						(A) SOLE	(B) SHARED (C) OTH		
BRITISH TELECOMMUNICATIONS PLC 1300		ADR FINAL INST	111021408	402,258	2,450	X	X	28-423	1150
				55,003	335	X			335
BROADCAST COM INC 10500		COM	111310108	1,246,873	10,550	X		28-423	50
				4,538,381	38,400	X		28-BFMG	38400
BROADVISION INC		COM	111412102	4,768,050	79,800	X		28-BFMG	79800
BROOKS AUTOMATION INC		COM	11434A100	8,016,963	358,300	X		28-BFMG	358300
BROWN & SHARPE MFG CO 12340		CL A	115223109	172,751	35,900	X		28-423	35900
				1,498,168	311,340	X		28-1115	299000
				8,180	1,700	X	X		1700
BROWN FORMAN CORP		CL A	115637100	2,021,706	37,439	X		28-423	37439
BROWN FORMAN CORP		CL B	115637209	7,535,852	130,774	X		28-423	130774
BROWNING FERRIS INDS 400		COM	115885105	482,025	12,500	X		28-423	12100
				613,136	15,900	X	X	28-423	9200
5400 1300				3,829,207	99,300	X		28-1115	600
98700				65,555	1,700	X			1700
BRYLANE INC		COM	117661108	240,075	9,900	X		28-423	9900
BRYN MAWR BK CORP 11200		COM	117665109	299,600	11,200	X	X	28-423	
				85,600	3,200	X			2000
1200									
BUDGET GROUP INC		CL A	119003101	499,800	40,800	X		28-423	40800
				4,912,250	401,000	X		28-1115	381800

19200				20,825	1,700	X		1700
	BUFFETS INC	COM	119882108	1,123,163 87,888	113,738 8,900	X X	28-423	113738 8900
	BURLINGTON COAT FACTORY 4800	COM	121579106	1,581,550	134,600	X	28-1115	129800
				61,100	5,200	X		5200
	BURLINGTON NORTHN SANTA FE CP 4068 3300	COM	12189T104	3,541,492	107,726	X	28-423	100358
				7,091,598	215,714	X	X 28-423	98978
	114618 2118			229,205 223,879	6,972 6,810	X X	X PNC-FLA	6972 6765
45				78,900	2,400	X	X	2400
0	COLUMN TOTAL			55,331,033				

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FORM 13F NAME OF REPORTING MANAGER-PNC BANK CORP.

ITEM 8:	ITEM 1:	ITEM 2:	ITEM 3:	ITEM 4:	ITEM 5:	ITEM 6:	ITEM 7:	VOTING
AUTHORITY	NAME OF ISSUER	TITLE OF CLASS	CUSIP	FAIR MARKET	SHARES OR	DISCRETION	MANAGERS	
(SHARES)	(B) SHARED (C) NONE		NUMBER	VALUE	PRINCIPAL	(B) SHARED		
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
<C>	<C>					(A) SOLE (C) OTH	INSTR V	(A) SOLE
	BURLINGTON RES INC 958 1348	COM	122014103	2,893,995	72,464	X	28-423	70158
				3,087,450	77,308	X	X 28-423	51010
26298				2,779,615	69,600	X	28-1115	500
69100				57,989 233,392	1,452 5,844	X X		1452 5444
400								
	BURNHAM PAC PPTYS INC 12700	COM	12232C108	998,677 3,409,225	96,258 328,600	X X	28-423 28-1115	96258 315900
	BUSH BOAKE ALLEN INC 9100	COM	123162109	2,947,725 6,833,750	107,190 248,500	X X	28-423 28-1115	107190 239400
	BUSINESS OBJECTS S A	SPONSORED ADR	12328X107	4,361,020	146,900	X	28-BFMG	146900
	C&D TECHNOLOGIES INC 15000	COM	124661109	5,935,573 9,580,855	238,616 385,160	X X	28-423 28-1115	238616 370160
	CBT GROUP PUB LTD	SPNSRD ADR NEW	124853300	160,118 5,719	14,000 500	X X	X 28-423	14000 500
	CBRL GROUP INC 100	COM	12489V106	222,516	12,362	X		12262
				2,700	150	X	X	
150								
	CBS CORP 350 3868	COM	12490K107	3,407,067	83,482	X	28-423	79264
				3,320,668	81,365	X	X 28-423	56216
23815 1334				624,424 134,680 73,462	15,300 3,300 1,800	X X X	28-1332	15300 3300 600
200 1000								
	C D I CORP 10300	COM	125071100	3,440,120 6,896,169	142,969 286,600	X X	28-423 28-1115	142969 276300

CD RADIO INC	COM	125127100	254,800 13,000	9,800 500	X X	28-BFMG	9800 500
CFM TECHNOLOGIES INC	COM	12525K106	122,576	16,907	X	28-423	16907
COLUMN TOTAL			61,797,285				

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FORM 13F NAME OF REPORTING MANAGER-PNC BANK CORP.

ITEM 8:	ITEM 1:	ITEM 2:	ITEM 3:	ITEM 4:	ITEM 5:	ITEM 6:	ITEM 7:	ITEM 8:
AUTHORITY	(SHARES)	TITLE OF CLASS	CUSIP	FAIR MARKET VALUE	SHARES OR PRINCIPAL AMOUNT	INVESTMENT (B) SHARED (A) SOLE (C) OTH	MANAGERS INSTR V	VOTING (A) SOLE
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
CIGNA CORP	COM	125509109	14,196,244	169,382	X	28-423	153643	
13339 2400			21,387,817	255,188	X	X 28-423	69538	
177394 8256			46,617,911	556,220	X	28-1115	542620	
13600			2,560,121	30,546	X	28-1332	30546	
900			224,532	2,679	X	X 28-1332	1779	
			219,168	2,615	X	PNC-FLA	2615	
			172,988	2,064	X	X	2064	
CIT GROUP INC	CL A	125577106	784,832	25,680	X	28-423	9980	
15700			39,289,590	1,285,570	X	28-1115	1141270	
144300								
CKE RESTAURANTS INC	COM	12561E105	451,288	22,850	X	28-423	22850	
			240,930	12,199	X	28-BFMG	12199	
12300			6,124,475	310,100	X	28-1115	297800	
CLECO CORP	COM	12561M107	2,461,775	83,450	X	28-423	83450	
7000			5,959,000	202,000	X	28-1115	195000	
688			35,518	1,204	X	X	516	
CMGI INC	COM	125750109	560,902	3,064	X	28-423	2289	
775			1,830,620	10,000	X	28-BFMG	10000	
250			45,766	250	X	X		
CMP GROUP INC	COM	125887109	427,862	23,285	X	28-423	23285	
			18,375	1,000	X	X	1000	
CMS ENERGY CORP	COM	125896100	402,500	10,000	X	X 28-423		
10000								
CNET INC	COM	125945105	294,800	3,200	X	28-423	3200	
			10,585,163	114,900	X	28-BFMG	114900	
CSK AUTO CORP	COM	125965103	17,058,103	569,800	X	28-BFMG	569800	
CNF TRANSN INC	COM	12612W104	2,843,462	75,200	X	28-423	75200	
CNB BANCSHARES INC	COM	126126101	1,063,043	26,411	X	28-423	26411	
CSG SYS INTL INC	COM	126349109	35,430,201	898,400	X	28-BFMG	898400	
COLUMN TOTAL			211,286,986					

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FILE NO. 28-1235

ITEM 8:		ITEM 3:		ITEM 4:		ITEM 5:	ITEM 6: INVESTMENT		ITEM 7:	VOTING
AUTHORITY		ITEM 2:	CUSIP	FAIR MARKET	SHARES OR	DISCRETION	MANAGERS			
ITEM 1: (SHARES) NAME OF ISSUER (B) SHARED (C) NONE		TITLE OF CLASS	NUMBER	VALUE	PRINCIPAL	(B) SHARED	(A) SOLE	(C) OTH	INSTR V	(A) SOLE
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
CSX CORP 5200	8170	COM	126408103	5,402,119	138,740	X			28-423	125370
38490	3804			3,617,325	92,902	X	X		28-423	50608
19500				19,523,012	501,400	X			28-1115	481900
				77,874	2,000	X				2000
				23,362	600	X	X			600
CVS CORP 9920	1900	COM	126650100	2,217,253	46,679	X			28-423	34859
40525				5,581,725	117,510	X	X		28-423	76985
				63,413	1,335	X				1335
CABLE DESIGN TECHNOLOGIES CORP 16400		COM	126924109	330,000	30,000	X			28-423	30000
				3,711,400	337,400	X			28-1115	321000
CABOT CORP 400		COM	127055101	467,500	22,000	X			28-423	22000
				212,500	10,000	X	X		28-423	10000
				8,500	400	X	X			
CADBURY SCHWEPES PLC 330		ADR	127209302	348,372	6,000	X	X		28-1332	6000
				42,095	725	X				725
CALIFORNIA FED BK FSB LOS ANGL 330		CONT LITIG REC	130209604	165,000	15,000	X			28-423	15000
				7,480	680	X	X			350
CAMBRIDGE TECH PARTNERS MASS 400		COM	132524109	138,750	10,000	X			28-423	10000
				13,875	1,000	X	X			1000
CAMDEN PPTY TR 400		SH BEN INT	133131102	1,945,697	78,614	X			28-423	78214
9700				6,536,475	264,100	X			28-1115	254400
759				18,785	759	X	X			
CAMPBELL SOUP CO 4200	8500	COM	134429109	7,092,680	174,323	X			28-423	161623
1564697	5428			72,504,112	1,781,997	X	X		28-423	211872
				569,862	14,006	X			28-1332	14006
				99,358	2,442	X				2442
				170,885	4,200	X	X			4200
CAPITAL ONE FINL CORP 3829		COM	14040H105	208,380	1,380	X			28-423	1380
				7,580,200	50,200	X			28-BFMG	50200
CAPITAL SOUTHWEST CORP 3829		COM	140501107	495,670	6,790	X			28-423	2961
CARAUSTAR INDS INC 12100		COM	140909102	2,691,000	117,000	X			28-423	117000
				7,469,480	324,760	X			28-1115	312660
0	COLUMN TOTAL			149,334,139						
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AUTHORITY		ITEM 3:	ITEM 4:	SHARES OR	DISCRETION	ITEM 7:	VOTING
ITEM 1:	ITEM 2:	CUSIP	FAIR MARKET	PRINCIPAL	(B) SHARED	MANAGERS	
(SHARES)	TITLE OF CLASS	NUMBER	VALUE	AMOUNT	(A) SOLE (C) OTH	INSTR V	(A) SOLE
(B) SHARED (C) NONE							
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
<C>	<C>						
CARDINAL HEALTH INC	COM	14149Y108	658,020	9,970	X	28-423	9970
2015 1390			336,270	5,095	X	X 28-423	1690
			8,896,800	134,800	X	28-BFMG	134800
CARIBINER INTL INC	COM	141888107	139,613	15,300	X	28-BFMG	15300
CARLISLE COS INC	COM	142339100	1,063,282	22,744	X	28-423	21544
1200			2,085,050	44,600	X	X 28-423	
400 44200							
CARNIVAL CORP	COM	143658102	10,908,725	224,635	X	28-423	211015
1420 12200			4,491,208	92,484	X	X 28-423	67724
24760			2,297,225	47,305	X	PNC-MASS	40920
6385			116,549	2,400	X		2400
			281,660	5,800	X	X	5800
CAROLINA PWR & LT CO	COM	144141108	663,941	17,559	X	28-423	16359
400 800			674,301	17,833	X	X 28-423	8701
2132 7000			37,812	1,000	X		1000
CARPENTER TECHNOLOGY CORP	COM	144285103	8,021,017	309,250	X	28-423	4600
35800 268850			352,743	13,600	X	X 28-423	1400
8152 4048							
CARRIER ACCESS CORP	COM	144460102	38,369,946	496,300	X	28-BFMG	496300
CARTER WALLACE INC	COM	146285101	366,444	20,358	X	X 28-423	20358
CASE CORP	COM	14743R103	304,500	12,000	X	X 28-423	
12000			1,558,025	61,400	X	28-1115	400
61000							
CATALINA MARKETING CORP	COM	148867104	38,463,413	447,900	X	28-BFMG	447900
CATALYTICA INC	COM	148885106	13,349,600	1,213,600	X	28-BFMG	1213600
			30,800	2,800	X		2800
			11,000	1,000	X	X	1000
CATERPILLAR INC DEL	COM	149123101	1,564,385	34,055	X	28-423	25046
3754 5255			4,785,074	104,166	X	X 28-423	66610
27100 10456			1,277,049	27,800	X	28-1332	27800
			50,531	1,100	X		1100
			273,922	5,963	X	X	5963
CEDAR FAIR L P	DEPOSITRY UNIT	150185106	658,275	26,200	X	X 28-423	600
24200 1400			146,981	5,850	X		5250
600							
0	COLUMN TOTAL		142,234,161				
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FORM 13F NAME OF REPORTING MANAGER-PNC BANK CORP.

AUTHORITY		ITEM 3:	ITEM 4:	SHARES OR	DISCRETION	ITEM 7:	VOTING
ITEM 1:	ITEM 2:	CUSIP	FAIR MARKET	PRINCIPAL	(B) SHARED	MANAGERS	
(SHARES)	TITLE OF CLASS	NUMBER	VALUE	AMOUNT	(A) SOLE (C) OTH	INSTR V	(A) SOLE

ITEM 5: ITEM 6: INVESTMENT



NAME OF ISSUER (B) SHARED (C) NONE <S> <C>	TITLE OF CLASS <C>	NUMBER <C>	VALUE <C>	AMOUNT <C>	(A) SOLE <C>	(C) OTH INSTR V <C>	(A) SOLE <C>
CELL GENESYS INC	COM	150921104	103,677	21,000	X	28-423	21000
CELESTIAL SEASONINGS INC	COM	151016102	4,792,100 17,300	221,600 800	X X	28-BFMG	221600 800
CENDANT CORP 7900	COM	151313103	3,618,384	227,043	X	28-423	219143
52670			4,325,589	271,418	X	X 28-423	218748
700			124,022 33,468	7,782 2,100	X X		7782 1400
CENTEX CORP 54600	COM	152312104	1,835,625	55,000	X	28-1115	400
CENTRAL & SOUTH WEST CORP 6705	COM	152357109	1,467,789	62,627	X	28-423	55922
23104 1700			1,468,070	62,639	X	X 28-423	37835
500 1804			557,426 274,307	23,784 11,704	X X	28-1332 28-1332	23784 9400
			18,164	775	X		775
CENTRAL NEWSPAPERS INC 7000	CL A	154647101	217,875	7,000	X	X 28-423	
CENTURY TEL ENTERPRISES INC	COM	156686107	305,869 7,945,275 52,688	4,354 113,100 750	X X X	28-423 28-BFMG	4354 113100 750
CERIDIAN CORP	COM	15677T106	3,071,208	84,000	X	28-BFMG	84000
CHAMPION INTL CORP 2000	COM	158525105	347,343	8,459	X	28-423	6459
11900			493,565	12,020	X	28-1115	120
592			108,239	2,636	X	X	2044
CHAMPIONSHIP AUTO RACING TEAM	COM	158711101	17,611,888 93,200	604,700 3,200	X X	28-BFMG	604700 3200
CHARTER ONE FINL INC 147913	COM	160903100	6,551,570 4,299,818	227,020 148,994	X X	28-423 28-1115	227020 1081
			22,221 69,435	770 2,406	X X		770 2406
CHASE MANHATTAN CORP NEW 400 23050	COM	16161A108	6,035,096	74,164	X	28-423	50714
11234 24066			5,011,154	61,581	X	X 28-423	26281
28800			85,308,261	1,048,335	X	28-1115	1019535
208			277,326	3,408	X	X PNC-FLA	3200
0			181,629	2,232	X		2232
0	COLUMN TOTAL		156,639,581				
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FORM 13F NAME OF REPORTING MANAGER-PNC BANK CORP.

ITEM 8: AUTHORITY

ITEM 5: INVESTMENT

ITEM 6: DISCRETION

ITEM 7: MANAGERS

ITEM 3: CUSIP

ITEM 4: FAIR MARKET

SHARES OR PRINCIPAL

(B) SHARED MANAGERS

ITEM 1: (SHARES) NAME OF ISSUER (B) SHARED (C) NONE

ITEM 2: TITLE OF CLASS

NUMBER

VALUE

AMOUNT

(A) SOLE (C) OTH INSTR V (A) SOLE

<S> <C>

<C> <C>



			207,991	9,270	X	PNC-FLA	9270
CINAR CORP	LTD VTG SHS	171905300	26,098,100	1,134,700	X	28-BFMG	1134700
CINCINNATI FINL CORP 45000	SR CV DB 5.5%	172062AB7	37,600,000	160,000	X	28-423	115000
CINCINNATI FINL CORP 100 50188	COM	172062101	29,549,423	810,973	X	28-423	760685
1488			6,296,969	172,818	X	X 28-423	171330
			453,750	12,453	X	X PNC-FLA	12453
CINERGY CORP 38580	COM	172474108	7,287,253	264,991	X	28-423	226411
2158			3,756,858	136,613	X	X 28-423	134455
123300			20,482,000	744,800	X	28-1115	621500
			208,230	7,572	X		7572
			57,063	2,075	X	X	2075
CIRCUIT CITY STORE INC 150	CIRCT CITY GRP	172737108	643,650	8,400	X	28-423	8250
2500			383,125	5,000	X	X 28-423	2500
			199,225	2,600	X		2600
			76,625	1,000	X	X	1000
CISCO SYS INC 14536 156360	COM	17275R102	171,991,633	1,569,811	X	28-423	1398915
208215 25898			80,696,138	736,534	X	X 28-423	502421
			58,719,754	535,950	X	28-BFMG	535950
			19,030,919	173,700	X	28-AMG	173700
			37,248,341	339,975	X	28-1115	339975
425 2650			4,878,905	44,531	X	28-1332	41456
15275 200			2,768,193	25,266	X	X 28-1332	9791
675			3,694,102	33,717	X	PNC-FLA	33042
			592,730	5,410	X	X PNC-FLA	5410
6102			6,970,554	63,622	X	PNC-MASS	57520
			70,120	640	X	X	640
CINTAS CORP 44100	COM	172908105	14,907,134	228,025	X	28-423	183925
4200 8250			9,655,888	147,700	X	X 28-423	135250
0			11,226,195	171,720	X	28-1332	171720
0	COLUMN TOTAL		574,095,180				
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FORM 13F

NAME OF REPORTING MANAGER-PNC BANK CORP.

ITEM 8:	ITEM 3:	ITEM 4:	ITEM 5:	ITEM 6:	ITEM 7:	ITEM 8:	
AUTHORITY	CUSIP	FAIR MARKET	SHARES OR	INVESTMENT	DISCRETION	VOTING	
ITEM 1:	ITEM 2:		PRINCIPAL	(B) SHARED	MANAGERS		
(SHARES)	TITLE OF CLASS	NUMBER	AMOUNT	(A) SOLE (C) OTH	INSTR V	(A) SOLE	
NAME OF ISSUER		VALUE					
(B) SHARED (C) NONE							
<S>	<C>	<C>	<C>	<C>	<C>	<C>	
<C>	<C>	<C>	<C>	<C>	<C>	<C>	
CITIGROUP INC 5000 70554	COM	172967101	37,320,310	584,271	X	28-423	508717
95725 5078			24,957,879	390,730	X	X 28-423	289927
			7,754,425	121,400	X	28-BFMG	121400
			6,163,938	96,500	X	28-AMG	96500
33600			79,517,988	1,244,900	X	28-1115	1211300
300 2080			1,770,168	27,713	X	28-1332	25333
			933,150	14,609	X	PNC-FLA	14609

				396,792	6,212	X	X	PNC-FLA	6212
				900,318	14,095	X		PNC-MASS	13635
460									
				28,744	450	X	X		
450									
	CITIZENS UTILS CO DEL	CL B	177342201	293,950	37,929	X		28-423	33615
4314									
				174,274	22,487	X	X	28-423	22487
				10,075	1,300	X	X		1300
	CLAIRE'S STORES INC	COM	179584107	16,863,975	559,800	X		28-BFMG	559800
				36,150	1,200	X	X		1200
	CLARIFY INC	COM	180492100	25,755,624	965,100	X		28-BFMG	965100
	CLEAR CHANNEL COMMUNICATIONS	COM	184502102	11,400,540	170,000	X		28-BFMG	170000
480				99,252	1,480	X			1000
				100,593	1,500	X	X		
1500									
	CLOROX CO DEL	COM	189054109	2,057,569	17,558	X		28-423	13558
1000	3000								
				14,238,689	121,504	X	X	28-423	113708
5796	2000								
				8,636,682	73,700	X		28-BFMG	73700
				23,437	200	X			200
				35,156	300	X	X		300
	COAST FEDERAL LITIGATION TR	RT	19034Q110	67,088	11,300	X	X	28-423	10000
1300									
				1,187	200	X			200
0	COLUMN TOTAL			239,537,953					
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FORM 13F NAME OF REPORTING MANAGER-PNC BANK CORP.

ITEM 8:		ITEM 3:		ITEM 4:		ITEM 5:		ITEM 6: INVESTMENT		ITEM 7:		ITEM 7: VOTING	
AUTHORITY		CUSIP		FAIR MARKET		SHARES OR		DISCRETION		MANAGERS			
ITEM 1: (SHARES) NAME OF ISSUER (B) SHARED (C) NONE		ITEM 2: TITLE OF CLASS		NUMBER		VALUE		AMOUNT		(A) SOLE (C) OTH INSTR V		(A) SOLE	
<S> <C>		<C>		<C>		<C>		<C>		<C>		<C>	
COCA COLA CO	COM	191216100	156,676,504	2,552,774	X		28-423	2326819					
32806 193149													
581852 255612			130,715,186	2,129,779	X	X	28-423	1292315					
			34,768,938	566,500	X		28-BFMG	566500					
			5,333,488	86,900	X		28-AMG	86900					
			31,994,788	521,300	X		28-1115	521300					
			17,229,927	280,732	X		28-1332	279082					
200 1450			6,765,550	110,233	X	X	28-1332	96883					
13150 200			1,893,112	30,845	X		PNC-FLA	29985					
860			1,046,444	17,050	X	X	PNC-FLA	17050					
			2,178,322	35,492	X		PNC-MASS	34522					
970			9,206	150	X	X		150					
	COLGATE PALMOLIVE CO	COM	194162103	49,798,588	541,289	X		28-423	433023				
8620 99646													
			24,628,216	267,698	X	X	28-423	122920					
126220 18558			7,102,400	77,200	X		28-AMG	77200					
			15,612,400	169,700	X		28-1115	169700					
			497,352	5,406	X		28-1332	5406					
3100			335,800	3,650	X	X	28-1332	550					
			327,980	3,565	X	X	PNC-FLA	3565					
			251,160	2,730	X		PNC-MASS	2670					

			86,020	935	X		935
COLONIAL HIGH INCOME MUN TR	SH BEN INT	195743109	102,175	12,200	X		12200
COLUMBIA ENERGY GROUP	COM	197648108	1,316,439	25,195	X	28-423	17395
7800			43,520,331	832,925	X	28-1115	772725
60200			106,120	2,031	X		2031
450			82,085	1,571	X	X	1121
COLUMBIA/HCA HEALTHCARE CORP	COM	197677107	4,127,830	217,977	X	28-423	199439
18538			703,263	37,137	X	X 28-423	15549
10431	11157		20,172,639	1,065,250	X	28-1115	1035050
30200			281,745	14,878	X	28-1332	14200
678			11,362	600	X		600
			26,512	1,400	X	X	1400
COMAIR HOLDINGS INC	COM	199789108	1,423,217	60,242	X	28-423	59567
675			12,403	525	X		
525			86,349	3,655	X	X	
3655							
COMCAST CORP	CL A	200300101	8,500,469	138,219	X	28-423	137219
1000			79,827	1,298	X	X	1298
0	COLUMN TOTAL		567,804,147				
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FORM 13F NAME OF REPORTING MANAGER-PNC BANK CORP.

ITEM 8:	ITEM 1:	ITEM 2:	ITEM 3:	ITEM 4:	ITEM 5:	ITEM 6:	ITEM 7:	ITEM 8:
AUTHORITY	(SHARES)	TITLE OF CLASS	CUSIP	FAIR MARKET VALUE	SHARES OR PRINCIPAL AMOUNT	INVESTMENT (B) SHARED (A) SOLE (C) OTH	MANAGERS INSTR V	VOTING (A) SOLE
(B) SHARED (C) NONE	<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
COMCAST CORP	CL A SPL	200300200	48,370,672	768,557	X	28-423	764295	
4062	200		258,482	4,107	X	X 28-423	1149	
2958			6,816,077	108,300	X	28-BFMG	108300	
350			22,028	350	X			
COMDISCO INC	COM	200336105	698,448	39,074	X	X 28-423		
39074			17,410	974	X		974	
COMERICA INC	COM	200340107	2,254,225	36,104	X	28-423	28072	
8032			864,565	13,847	X	X 28-423	9682	
925	3240		20,572,992	329,500	X	28-1115	319900	
9600			96,777	1,550	X		1550	
			28,097	450	X	X	450	
COMM BANCORP INC	COM	200468106	608,500	24,340	X	28-423	24340	
COMMERCE BANCORP INC NJ	COM	200519106	6,078,765	147,364	X	28-423	147076	
288			7,789,403	188,834	X	28-1115	180865	
7969			571,148	13,846	X	28-1332	13846	
			44,509	1,079	X		1079	

150			136,125	3,300	X	X		3150
	COMMERCE GROUP INC MASS	COM	200641108	1,952,384	79,488	X	28-423	79488
	COMMERCIAL FEDERAL CORPORATION	COM	201647104	1,623,090	70,000	X	28-1115	600
69400				5,217	225	X		225
				119,970	5,174	X	X	2924
2250								
	COMMONWEALTH BANCORP INC	COM	20268X102	260,093	17,126	X	28-423	16399
727				211,464	13,924	X	X 28-423	
13924								
	COMMSCOPE INC	COM	203372107	703,483	33,600	X	28-423	33600
				9,344,183	446,300	X	28-1115	428600
17700				2,094	100	X	X	100
	COMMUNICATION INTELLIGENCE NEW	COM	20338K106	19,370	10,000	X	28-423	
10000								
	COMMUNITY TR BANCORP INC	COM	204149108	498,603	23,743	X	28-423	23743
	COMPASS BANCSHARES INC	COM	20449H109	2,506,425	72,650	X	28-1115	600
72050								
0	COLUMN TOTAL			112,474,599				
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0								
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AS OF 03/31/99

ITEM 8:		ITEM 3:		ITEM 4:		ITEM 5:		ITEM 6:		ITEM 7:		ITEM 7:	
AUTHORITY		CUSIP		FAIR MARKET		SHARES OR		DISCRETION		MANAGERS		VOTING	
ITEM 1:		ITEM 2:		FAIR MARKET		PRINCIPAL		(B) SHARED		INSTR V		(A) SOLE	
(SHARES)		TITLE OF CLASS		VALUE		AMOUNT		(A) SOLE (C) OTH		INSTR V		(A) SOLE	
(B) SHARED (C) NONE													
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40211	COMPAQ COMPUTER CORP	200338	COM	204493100	51,486,210	1,624,837		X		28-423			1384288
210389		41573			16,375,176	516,779		X	X	28-423			264817
					9,246,267	291,800		X		28-BFMG			291800
					8,564,996	270,300		X		28-AMG			270300
					24,772,897	781,800		X		28-1115			770200
11600					2,099,074	66,244		X		28-1332			63704
2540					250,898	7,918		X	X	28-1332			7918
					1,881,542	59,379		X		PNC-FLA			59379
					408,129	12,880		X	X	PNC-FLA			12880
					3,051,078	96,288		X		PNC-MASS			87225
9063					137,838	4,350		X	X				4350
	COMPUTER ASSOC INTL INC		COM	204912109	213,728	6,010		X		28-423			6010
15630		660			1,001,959	28,175		X	X	28-423			11885
					26,849	755		X					755
	COMPUTER SCIENCES CORP		COM	205363104	367,269	6,655		X		28-423			6655
2378					655,842	11,884		X	X	28-423			9506
					55,187	1,000		X	X				1000
	COMPUTRON SOFTWARE INC		COM	205631104	22,500	20,000		X		PNC-MASS			20000
	COMPUWARE CORP		COM	205638109	4,278,400	179,200		X		28-BFMG			179200
					100,275	4,200		X					4200
					105,050	4,400		X	X				4400
	CONAGRA INC		COM	205887102	7,869,233	307,092		X		28-423			290022

4800	12270			4,260,131	166,249	X	X	28-423	146040
19209	1000			7,217,409	281,655	X		28-1332	281655
				38,438	1,500	X			1500
				99,374	3,878	X	X		3878
CONCENTRIC NETWORK CORP	COM	20589R107	30,169,100	403,600		X		28-BFMG	403600
COM21 INC	COM	205937105	5,092,500	194,000		X		28-BFMG	194000
CONCORD COMMUNICATIONS INC	COM	206186108	29,355,000	515,000		X		28-BFMG	515000
			114,000	2,000		X	X		2000
CONCURRENT COMPUTER CORP NEW	COM	206710204	40,000	10,000		X	X	28-423	
10000									
0		COLUMN TOTAL		209,356,349					
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FORM 13F NAME OF REPORTING MANAGER-PNC BANK CORP.

ITEM 8:		ITEM 3:		ITEM 4:		ITEM 5:		ITEM 6:		ITEM 7:		ITEM 8:	
AUTHORITY		CUSIP		FAIR MARKET		SHARES OR		DISCRETION		MANAGERS		VOTING	
ITEM 1:		ITEM 2:		FAIR MARKET		PRINCIPAL		(B) SHARED		INSTR V		(A) SOLE	
(SHARES)		TITLE OF CLASS		VALUE		AMOUNT		(A) SOLE (C) OTH		INSTR V		(A) SOLE	
NAME OF ISSUER		NUMBER		VALUE		AMOUNT		(A) SOLE (C) OTH		INSTR V		(A) SOLE	
(B) SHARED (C) NONE								(A) SOLE (C) OTH		INSTR V		(A) SOLE	
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CONECTIV INC	COM	206829103	502,859	25,954	X			28-423					19820
1273 4861													
19621 1050					X	X		28-423					30587
					X			28-1332					16166
					X	X							3300
CONESTOGA ENTERPRISES INC	COM	207015108	273,641	9,198	X			28-423					9198
			6,248	210	X	X							
210													
CONEXANT SYSTEMS INC	COM	207142100	754,166	27,239	X			28-423					26211
1028					X	X		28-423					16648
5824 2412					X								204
41					X	X							368
CONOCO INC	CL A	208251306	250,532	10,200	X	X		28-423					
10200					X								850
					X	X							1550
CONSECO INC	COM	208464107	403,042	13,054	X			28-423					6254
6800					X	X		28-423					6765
					X			28-1115					922200
131500					X								1000
CONSORTED EDISON INC	COM	209115104	1,674,505	36,955	X			28-423					34155
2800					X	X		28-423					17217
1488 3150					X								800
					X	X							1200
CONSOLIDATED NAT GAS CO	COM	209615103	8,488,092	174,340	X			28-423					159200
3000 12140					X	X		28-423					93566
117567 11643					X			28-1115					400
51900					X			28-1332					6255
400					X			PNC-FLA					5800

			114,950	2,361	X	X	2361
CONSOLIDATED PAPERS INC	COM	209759109	230,300	9,800	X	28-423	9800
CONTINENTAL AIRLS INC 300 2000	CL B	210795308	893,000	23,500	X	28-423	21200
			3,473,200	91,400	X	28-AMG	91400
			26,159,200	688,400	X	28-1115	663100
25300			7,600	200	X		200
0	COLUMN TOTAL		93,219,169				

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ITEM 8:	ITEM 1:	ITEM 2:	ITEM 3:	ITEM 4:	ITEM 5:	ITEM 6:	ITEM 7:	ITEM 8:
AUTHORITY	(SHARES)	TITLE OF CLASS	CUSIP	FAIR MARKET VALUE	SHARES OR PRINCIPAL AMOUNT	INVESTMENT (B) SHARED (A) SOLE (C) OTH	MANAGERS INSTR V	VOTING (A) SOLE
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CONVERGYS CORP 8100		COM	212485106	11,086,434	647,383	X	28-423	639283
800				2,948,737	172,189	X	X 28-423	171389
				113,368	6,620	X		6620
COOPER INDS INC 800		COM	216669101	778,247	18,258	X	28-423	17458
6825 6316				756,125	17,739	X	X 28-423	4598
49500				2,131,250	50,000	X	28-1115	500
				15,345	360	X		360
COOPER TIRE & RUBR CO		COM	216831107	955,500	52,000	X	28-423	52000
COPYTELE INC		COM	217721109	90,029	56,480	X	PNC-MASS	56480
CORAM HEALTHCARE CORP		COM	218103109	22,303 244	11,514 126	X X	28-423	11514 126
CORDANT TECHNOLOGIES INC		COM	218412104	418,026 79,942	10,500 2,008	X X	28-423	10500 2008
CORN PRODS INTL INC 1718 997		COM	219023108	722,155	30,169	X	28-423	27454
11581 2527				1,064,981	44,491	X	X 28-423	30383
				8,378	350	X		350
250				31,118	1,300	X	X	1050
CORNING INC 14300 3700		COM	219350105	23,748,780	395,813	X	28-423	377813
215814 25964				24,153,960	402,566	X	X 28-423	160788
				372,000	6,200	X	28-1332	6200
				462,780	7,713	X	X 28-1332	7713
				507,120	8,452	X	PNC-FLA	8452
				60,000	1,000	X		1000
				159,000	2,650	X	X	2650
CORPORATE EXPRESS INC		COM	219888104	518,700	100,000	X	28-423	100000
COST PLUS INC CALIF		COM	221485105	7,470,063	254,300	X	28-BFMG	254300
COSTCO COMPANIES INC		COM	22160Q102	224,327	2,450	X	X 28-423	2450
				6,326,934	69,100	X	28-BFMG	69100
				99,436	1,086	X		1086
COULTER PHARMACEUTICAL INC		COM	222116105	15,377,250	707,000	X	28-BFMG	707000
0	COLUMN TOTAL			100,702,532				



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ITEM 8:		ITEM 3:		ITEM 4:		ITEM 5:		ITEM 6:		ITEM 7:		VOTING	
AUTHORITY		CUSIP		FAIR MARKET		SHARES OR		DISCRETION		MANAGERS			
ITEM 1:		ITEM 2:		VALUE		PRINCIPAL		(B) SHARED				(A) SOLE	
(SHARES)		TITLE OF CLASS		NUMBER		AMOUNT		(A) SOLE (C) OTH		INSTR V		(A) SOLE	
NAME OF ISSUER													
(B) SHARED (C) NONE													
<S>		<C>		<C>		<C>		<C>		<C>		<C>	
<C>		<C>		<C>		<C>		<C>		<C>		<C>	
COUNTRYWIDE CR INDS INC DEL	COM	222372104	386,250	10,300	3,750	X	X	28-423				10300	100
COVAD COMMUNICATIONS GROUP INC	COM	222814204	4,457,850	67,800		X		28-BFMG				67800	
COVANCE INC	COM	222816100	398,636	15,906		X		28-423				15206	
700			757,048	30,207		X	X	28-423				16685	
12872	650		62,655	2,500		X						2500	
			2,506	100		X	X					100	
COX COMMUNICATIONS INC NEW	CL A	224044107	230,808	3,052		X		28-423				3052	
8611			651,207	8,611		X	X	28-423					
CRANE CO	COM	224399105	365,611	15,116		X		28-423				15116	
2250			351,316	14,525		X	X	28-423				12275	
CROMPTON & KNOWLES CORP	COM	227111101	551,250	35,000		X		28-423				35000	
20200			8,279,775	525,700		X		28-1115				505500	
			6,300	400		X	X					400	
CROSS TIMBERS RTY TR	TR UNIT	22757R109	511,000	56,000		X	X	28-423				56000	
CROWN CORK & SEAL INC	COM	228255105	474,843	16,625		X		28-423				10875	
5750			1,417,389	49,625		X	X	28-423				48800	
825			16,413,153	574,650		X		28-1115				551350	
23300			8,569	300		X						300	
CULLEN FROST BANKERS INC	COM	229899109	210,923	4,400		X		28-423				4400	
2300			4,208,869	87,800		X		28-1115				85500	
			47,937	1,000		X	X					1000	
D & K HEALTHCARE RES INC	COM	232861104	668,250	27,000		X		28-423				27000	
DII GROUP INC	COM	232949107	546,156	18,672		X		28-423				18672	
5000			4,349,475	148,700		X		28-1115				143700	
240			32,760	1,120		X	X					880	
DQE INC	COM	23329J104	1,349,188	35,158		X		28-423				32299	
900	1959		989,308	25,780		X	X	28-423				12584	
10196	3000		135,886	3,541		X						3541	
0		COLUMN TOTAL	47,868,668										

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FORM 13F NAME OF REPORTING MANAGER-PNC BANK CORP.

ITEM 6:

ITEM 8:	ITEM 1:	ITEM 2:	ITEM 3:	ITEM 4:	ITEM 5:	INVESTMENT	ITEM 7:	VOTING
AUTHORITY	(SHARES)	TITLE OF CLASS	CUSIP	FAIR MARKET VALUE	SHARES OR PRINCIPAL AMOUNT	DISCRETION (B) SHARED (A) SOLE (C) OTH INSTR V	MANAGERS	
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
DPL INC 3575		COM	233293109	1,421,871	86,174	X	28-423	82599
1350				752,631	45,614	X X	28-423	44264
171650				2,849,550	172,700	X	28-1115	1050
				55,688	3,375	X		3375
				33,413	2,025	X X		2025
DAL-TILE INTL INC 39200		COM	23426R108	969,634 9,008,534	107,000 994,100	X X	28-423 28-1115	107000 954900
DALLAS SEMICONDUCTOR CORP 10900		COM	235204104	899,963 10,509,863	23,300 272,100	X X	28-423 28-1115	23300 261200
DANA CORP 52003		COM	235811106	2,295,238	60,401	X	28-423	8398
28424				1,250,656	32,912	X X	28-423	4488
82300				24,055,140	633,030	X	28-1115	550730
				61,902	1,629	X		1629
				38,836	1,022	X X		1022
DANAHER CORP DEL		COM	235851102	5,564,625 31,350	106,500 600	X X	28-BFMG	106500 600
DARDEN RESTAURANTS INC 11200		COM	237194105	1,033,003 480,707	50,085 23,307	X X	28-423 28-423	50085 12107
140100				1,464,375	71,000	X	28-BFMG	71000
				2,912,250	141,200	X	28-1115	1100
				66,000	3,200	X		3200
DATATEC SYS INC 13500		COM	238128102	43,875	13,500	X	28-423	
DAYTON HUDSON CORP 1000 556440		COM	239753106	129,953,728	1,950,525	X	28-423	1393085
19125 1100				4,924,920	73,920	X X	28-423	53695
				12,885,275	193,400	X	28-BFMG	193400
				839,475	12,600	X	28-1332	12600
				1,892,150	28,400	X X	28-1332	28400
				1,876,560	28,166	X	PNC-MASS	22531
5635				29,981	450	X		450
				16,656	250	X X		250
DEERE & CO 6825		COM	244199105	1,534,185	39,720	X	28-423	32895
8750 3375				2,630,092	68,093	X X	28-423	55968
20600				21,809,606	564,650	X	28-1115	544050
				869,063	22,500	X	PNC-FLA	22500
				3,863	100	X X		100
0	COLUMN TOTAL			245,064,658				

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FORM 13F NAME OF REPORTING MANAGER-PNC BANK CORP.

ITEM 8:	ITEM 1:	ITEM 2:	ITEM 3:	ITEM 4:	ITEM 5:	INVESTMENT	ITEM 7:	VOTING
AUTHORITY	(SHARES)	TITLE OF CLASS	CUSIP	FAIR MARKET VALUE	SHARES OR PRINCIPAL AMOUNT	DISCRETION (B) SHARED (A) SOLE (C) OTH INSTR V	MANAGERS	
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>

ITEM 6:  
INVESTMENT

AUTHORITY	ITEM 1:	ITEM 2:	CUSIP	FAIR MARKET	PRINCIPAL	(B) SHARED	MANAGERS	
(SHARES)	NAME OF ISSUER	TITLE OF CLASS	NUMBER	VALUE	AMOUNT	(A) SOLE	(C) OTH INSTR V	(A) SOLE
<S>	(B) SHARED (C) NONE	<C>	<C>	<C>	<C>	<C>	<C>	<C>
	DEL MONTE FOODS CO	COM	24522P103	601,327 5,847,116	45,600 443,400	X X	28-423 28-1115	45600 418600
24800								
	DELIA*S INC	COM	246885107	8,793,981 6,300	279,174 200	X X	28-BFMG	279174 200
	DELL COMPUTER CORP	COM	247025109	12,627,882	308,939	X	28-423	259609
1200	48130							
12880	824			1,445,912	35,374	X	X 28-423	21670
				28,653,375 864,915	701,000 21,160	X X	28-BFMG PNC-MASS	701000 19720
1440				16,350 53,138	400 1,300	X X		400 1300
	DELTA AIR LINES INC DEL	COM	247361108	562,186	8,089	X	28-423	2649
340	5100							
4554	600			421,170	6,060	X	X 28-423	906
57500				40,011,150	575,700	X	28-1115	518200
	DELUXE CORP	COM	248019101	202,157	6,941	X	X 28-423	1641
5300				147,081	5,050	X		5050
	DENDRITE INTL INC	COM	248239105	5,102,754 44,624 84,786	228,700 2,000 3,800	X X X	28-BFMG	228700 2000 3800
	DEVRY INC DEL	COM	251893103	12,881,800 11,600	444,200 400	X X	28-BFMG	444200 400
	DIAL CORP NEW	COM	25247D101	1,160,775	33,768	X	28-423	30380
3388								
3500	9500			446,875	13,000	X	X 28-423	
				34,375 13,750	1,000 400	X X		1000 400
	DIAMOND OFFSHORE DRILLING INC	COM	25271C102	2,656,500	84,000	X	28-1115	700
83300								
0	COLUMN TOTAL			122,691,879				

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FORM 13F NAME OF REPORTING MANAGER-PNC BANK CORP.

AUTHORITY	ITEM 1:	ITEM 2:	CUSIP	FAIR MARKET	PRINCIPAL	(B) SHARED	MANAGERS	
(SHARES)	NAME OF ISSUER	TITLE OF CLASS	NUMBER	VALUE	AMOUNT	(A) SOLE	(C) OTH INSTR V	(A) SOLE
<S>	(B) SHARED (C) NONE	<C>	<C>	<C>	<C>	<C>	<C>	<C>
	DISNEY WALT CO	COM	254687106	77,585,754 42,785,888	2,492,715 1,374,647	X X	28-423 28-423	2180989 875793
428702	70152			15,960,900 5,586,938 18,692,119 2,502,450	512,800 179,500 600,550 80,400	X X X X	28-BFMG 28-AMG 28-1115 28-1332	512800 179500 600550 79900
500				1,312,697	42,175	X	X 28-1332	29875
11700	600			2,339,729	75,172	X	PNC-FLA	74872

ITEM 5: ITEM 6: INVESTMENT

ITEM 8: ITEM 3: ITEM 4: SHARES OR DISCRETION ITEM 7: VOTING

300				1,360,941	43,725	X	X	PNC-FLA	43725
				1,148,513	36,900	X		PNC-MASS	35610
1290				18,675	600	X	X		600
	DOLLAR GEN CORP	COM	256669102	248,676	7,314	X		28-423	7314
				200,940	5,910	X	X	28-423	
5910				81,940	2,410	X	X		2410
	DOMINION RES INC VA	COM	257470104	1,531,186	41,454	X		28-423	39754
1700				3,034,929	82,165	X	X	28-423	77805
2500	1860			206,847	5,600	X	X	28-1332	5600
				173,604	4,700	X			4550
150									
	DONNELLEY R R & SONS CO	COM	257867101	1,583,600	49,200	X		28-423	48400
800				2,079,892	64,619	X	X	28-423	16000
37680	10939			20,922	650	X			650
	DOUBLECLICK INC	COM	258609304	17,150,240	94,200	X		28-BFMG	94200
				86,479	475	X			250
225									
	DOVER CORP	COM	260003108	13,430,588	408,535	X		28-423	390635
3400	14500			3,113,789	94,716	X	X	28-423	32600
58216	3900			15,438,100	469,600	X		28-1115	452100
17500				78,900	2,400	X			2400
	DOW CHEM CO	COM	260543103	47,757,592	512,492	X		28-423	453653
2200	56639			22,828,392	244,974	X	X	28-423	134102
85934	24938			3,597,018	38,600	X		28-AMG	38600
				17,951,730	192,642	X		28-1115	187642
5000				2,009,205	21,561	X		28-1332	20800
761				333,516	3,579	X	X	28-1332	3379
200				334,541	3,590	X		PNC-FLA	3590
				232,968	2,500	X	X	PNC-FLA	2500
				132,326	1,420	X			1395
25									
0			COLUMN TOTAL	322,932,524					
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NAME OF REPORTING MANAGER-PNC BANK CORP.

ITEM 8:	ITEM 3:	ITEM 4:	ITEM 5:	ITEM 6:	ITEM 7:	VOTING
AUTHORITY	CUSIP	FAIR MARKET	SHARES OR	INVESTMENT	MANAGERS	
(SHARES)	NUMBER	VALUE	PRINCIPAL	(B) SHARED		
NAME OF ISSUER	TITLE OF CLASS	AMOUNT	(A) SOLE	(C) OTH	INSTR V	(A) SOLE
(B) SHARED (C) NONE						
<S>	<C>	<C>	<C>	<C>	<C>	<C>
<C>	<C>	<C>	<C>	<C>	<C>	<C>
DOW JONES & CO INC	COM	1,235,356	26,180	X	28-423	23380
1300 1500		2,439,238	51,693	X	X 28-423	39425
11368 900		254,810	5,400	X	28-1332	5400
		89,655	1,900	X	X	1900
DRESS BARN INC	COM	1,974,246	142,288	X	28-423	142288
13000		4,553,775	328,200	X	28-1115	315200

DREYFUS STRATEGIC GOVTS INCOME COM		261938104	92,525	10,353	X	28-423	10353
DU PONT E I DE NEMOURS & CO COM		263534109	167,376,024	2,882,712	X	28-423	2546462
59907 276343			165,479,661	2,850,051	X	X 28-423	1028903
1664782 156366			5,382,347	92,700	X	28-AMG	92700
20750			46,479,212	800,510	X	28-1115	779760
3915			75,073,237	1,292,984	X	28-1332	1289069
4530 9950			45,669,885	786,571	X	X 28-1332	772091
1240			864,543	14,890	X	PNC-FLA	13650
1800			683,970	11,780	X	X PNC-FLA	9980
1440			1,354,006	23,320	X	PNC-MASS	21880
			156,767	2,700	X	X	2700
DUANE READE INC COM		263578106	3,735,083	133,994	X	28-423	133994
10600			7,492,800	268,800	X	28-1115	258200
			75,263	2,700	X		2700
DUFF & PHELPS UTILS INCOME INC COM		264324104	181,643	16,897	X	28-423	15687
1210			72,326	6,728	X		6728
			26,875	2,500	X	X	2500
DUKE ENERGY CORP COM		264399106	12,282,876	224,091	X	28-423	185595
4550 33946			7,456,789	136,043	X	X 28-423	63649
66924 5470			211,026	3,850	X	28-1332	3850
400			200,941	3,666	X	PNC-FLA	3666
			323,391	5,900	X	X PNC-FLA	5500
DUKE REALTY INVT INC COM NEW		264411505	2,691,800	125,200	X	28-1115	900
124300			19,350	900	X		500
400							
DUN & BRADSTREET CORP DEL COM		26483B106	2,247,474	63,087	X	28-423	62637
200 250			1,778,614	49,926	X	X 28-423	21624
18259 10043			131,813	3,700	X		3700
			123,512	3,467	X	X	3467
0	COLUMN TOTAL		558,210,833				
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FORM 13F

NAME OF REPORTING MANAGER-PNC BANK CORP.

ITEM 8:		ITEM 3:		ITEM 4:		ITEM 5:		ITEM 6:		ITEM 7:		ITEM 8:	
AUTHORITY		CUSIP		FAIR MARKET		SHARES OR		DISCRETION		MANAGERS		VOTING	
ITEM 1:		ITEM 2:		FAIR MARKET		PRINCIPAL		(B) SHARED		MANAGERS		(A) SOLE	
(SHARES)		TITLE OF CLASS		VALUE		AMOUNT		(A) SOLE		(C) OTH		INSTR V	
NAME OF ISSUER		NUMBER											
(B) SHARED (C) NONE													
<S>		<C>		<C>		<C>		<C>		<C>		<C>	
<C>		<C>		<C>		<C>		<C>		<C>		<C>	
EG & G INC	COM	268457108	404,540	15,338	X	28-423	15338						
			532,775	20,200	X	X 28-423	20200						
E M C CORP MASS	COM	268648102	8,923,976	69,855	X	28-423	58390						
400 11065			7,256,200	56,800	X	X 28-423	50300						
6500			23,416,575	183,300	X	28-BFMG	183300						
			136,693	1,070	X		1070						
			12,775	100	X	X	100						
E TOWN	SB DB CV 6.75%	269242AA1	218,000	2,000	X	28-423	2000						

E TRADE GROUP INC	COM	269246104	3,796,111 9,388	65,100 161	X X	28-BFMG X	65100
161							
EARTHGRAINS CO	COM	270319106	6,202,686	279,564	X	28-423	279312
192 60			8,544,214	385,100	X	28-1115	369900
15200			9,230	416	X		416
			34,257	1,544	X	X	556
976 12							
EARTHLINK NETWORK INC	COM	270322100	11,886,000	198,100	X	28-BFMG	198100
EASTERN ENTERPRISES	COM	27637F100	2,337,967 4,277,700	64,274 117,600	X X	28-423 28-1115	64274 113300
4300			14,295	393	X		393
EASTMAN CHEM CO	COM	277432100	1,070,688	25,455	X	28-423	19516
4070 1869			849,989	20,208	X	X 28-423	7781
11446 981			32,093	763	X		763
			73,524	1,748	X	X	1748
EASTMAN KODAK CO	COM	277461109	10,547,743	165,131	X	28-423	139899
17048 8184			8,876,326	138,964	X	X 28-423	57617
72584 8763			2,121,097	33,207	X	28-1332	33207
			408,097	6,389	X	X 28-1332	6389
			265,592	4,158	X	PNC-FLA	4058
100			150,873	2,362	X	X	2362
EATON CORP	COM	278058102	853,996	11,944	X	28-423	11566
378			2,227,082	31,148	X	X 28-423	14348
15800 1000							
ECHO BAY MINES LTD	COM	278751102	26,992 337	16,000 200	X X	28-423	16000 200
8338			14,066	8,338	X	X	
0	COLUMN TOTAL		105,531,877				
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FORM 13F

NAME OF REPORTING MANAGER-PNC BANK CORP.

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ITEM 8:	ITEM 1:	ITEM 2:	ITEM 3:	ITEM 4:	ITEM 5:	ITEM 6: INVESTMENT	ITEM 7:	VOTING
AUTHORITY	(SHARES)	TITLE OF CLASS	CUSIP	FAIR MARKET	SHARES OR	DISCRETION	MANAGERS	
(B) SHARED (C) NONE	(B) SHARED (C) NONE		NUMBER	VALUE	PRINCIPAL	(B) SHARED		
<S>	<S>	<C>	<C>	<C>	<C>	(A) SOLE (C) OTH	INSTR V	(A) SOLE
<C>	<C>							
ECHOSTAR COMMUNICATIONS NEW	CL A	278762109	204,063 10,203,125	2,500 125,000	X X	28-423 28-BFMG	2500 125000	
ECLIPSYS CORP	COM	278856109	2,991,300	141,600	X	28-BFMG	141600	
ECOLAB INC	COM	278865100	368,774	10,388	X	X 28-423	6800	
3428 160			5,410,200	152,400	X	28-BFMG	152400	
			9,582,870	269,940	X	28-1332	269940	
			127,800	3,600	X		3600	
			42,600	1,200	X	X	1200	
EDISON INTL	COM	281020107	727,664	32,704	X	28-423	32037	
667			1,985,657	89,243	X	X 28-423	63160	
26083			11,667,900	524,400	X	28-1115	380700	

143700				22,250	1,000	X		1000
				13,350	600	X	X	600
EL PASO ENERGY CORP DEL 2062 6466	COM	283905107	1,093,870	33,465		X	28-423	24937
			1,100,473	33,667		X	X 28-423	14535
19096 36			3,392,911	103,800		X	28-1115	700
103100			120,027	3,672		X		3600
72			91,327	2,794		X	X	2604
190								
ELAN PLC 1300	ADR	284131208	275,513	3,950		X	28-423	2650
			27,900	400		X		400
300 510			91,373	1,310		X	X	500
ELECTRO SCIENTIFIC INDS 6600	COM	285229100	5,484,675	117,950		X	28-423	117950
			8,165,400	175,600		X	28-1115	169000
ELECTRONIC DATA SYS NEW 644 6325	COM	285661104	9,951,574	204,399		X	28-423	197430
			6,846,561	140,624		X	X 28-423	53920
76266 10438			272,891	5,605		X	28-1332	5605
			313,057	6,430		X	X 28-1332	6430
			168,360	3,458		X		2458
1000			9,737	200		X	X	200
ELF AQUITAINE	SPONSORED ADR	286269105	336,560	5,000		X	X 28-423	5000
0			6,731	100		X		100
0	COLUMN TOTAL		81,096,493					
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AS OF 03/31/99

FORM 13F NAME OF REPORTING MANAGER-PNC BANK CORP.

ITEM 8:	ITEM 1:	ITEM 2:	ITEM 3:	ITEM 4:	ITEM 5:	ITEM 6:	ITEM 7:	ITEM 8:
AUTHORITY	(SHARES)	TITLE OF CLASS	CUSIP	FAIR MARKET VALUE	SHARES OR PRINCIPAL	INVESTMENT (B) SHARED (A) SOLE (C) OTH	MANAGERS	VOTING (A) SOLE
(B) SHARED (C) NONE	<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
EMERSON ELEC CO 10650 179534	COM	291011104	78,696,568	1,486,608		X	28-423	1296424
356635 58049			46,551,686	879,379		X	X 28-423	464695
			2,450,983	46,300		X	28-AMG	46300
			11,513,798	217,500		X	28-1115	217500
222			1,839,243	34,744		X	28-1332	34522
3400 800			1,577,523	29,800		X	X 28-1332	25600
			299,306	5,654		X	PNC-FLA	5654
			772,880	14,600		X	X PNC-FLA	14600
			35,997	680		X		680
ENERGY EAST CORP 650	COM	29266M109	293,401	5,582		X	28-423	4932
300 600			136,609	2,599		X	X	1699
ENESCO GROUP INC 12000	COM	292973104	1,877,166	103,929		X	28-423	103929
			4,943,569	273,700		X	28-1115	261700
ENHANCE FINL SVCS GROUP INC 12800	COM	293310108	6,534,070	284,090		X	28-423	284090
			8,358,200	363,400		X	28-1115	350600
			55,200	2,400		X		2400





ESSEX INTL INC DEL	COM	297025108	577,885 300,271	24,332 12,643	X X	28-423 28-1115	24332 8346
4297							
ETHYL CORP	COM	297659104	55,250 34,000	13,000 8,000	X X	28-423	13000 8000
EXCITE INC	COM	300904109	350,000 18,571,000 4,200	2,500 132,650 30	X X X	28-423 28-BFMG	2500 132650 30
EXECUTIVE RISK INC	COM	301586103	752,458 820,618	10,598 11,558	X X	28-423 28-1115	10598 7827
3731							
EXODUS COMMUNICATIONS INC COLUMN TOTAL	COM	302088109	1,614,000 228,168,542	12,000	X	28-BFMG	12000

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FORM 13F

NAME OF REPORTING MANAGER-PNC BANK CORP.

ITEM 8:	ITEM 1:	ITEM 2:	ITEM 3:	ITEM 4:	ITEM 5:	ITEM 6:	ITEM 7:	ITEM 8:
AUTHORITY	(SHARES)	TITLE OF CLASS	CUSIP	FAIR MARKET VALUE	SHARES OR PRINCIPAL AMOUNT	INVESTMENT (B) SHARED (A) SOLE (C) OTH	MANAGERS INSTR V	VOTING (A) SOLE
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
EXXON CORP	COM	302290101	398,610,736	5,649,085	X	28-423	5159007	
169031 321047			326,996,162	4,634,168	X	X 28-423	2026942	
2355915 251311			7,627,752	108,100	X	28-AMG	108100	
10700			109,172,115	1,547,180	X	28-1115	1536480	
250 3617			22,620,766	320,580	X	28-1332	316713	
48734 161388			35,464,532	502,601	X	X 28-1332	292479	
2735			3,779,512	53,563	X	PNC-FLA	53563	
			4,815,221	68,241	X	X PNC-FLA	68241	
			2,431,849	34,464	X	PNC-MASS	31729	
			282,248	4,000	X	X PNC-MASS	4000	
FNB CORP PA	COM	302520101	302,243	13,141	X	28-423	11541	
1600								
FPL GROUP INC	COM	302571104	37,643,171	706,914	X	28-423	620080	
8419 78415			15,040,729	282,455	X	X 28-423	117135	
150150 15170			56,583,983	1,062,610	X	28-1115	1028910	
33700			2,069,987	38,873	X	28-1332	37663	
1210			253,790	4,766	X	X PNC-FLA	4472	
294			484,575	9,100	X	PNC-MASS	8850	
250			151,763	2,850	X		2850	
900			193,298	3,630	X	X	2730	
FACTSET RESH SYS INC	COM	303075105	4,320,675	99,900	X	28-BFMG	99900	
FAMILY DLR STORES INC	COM	307000109	317,400 310,500	13,800 13,500	X X	28-423 28-423	13800 1500	
6000 6000								
FARMERS CAP BK CORP	COM	309562106	279,840	8,480	X	28-423	8480	
FDX CORP	COM	31304N107	1,224,624	13,168	X	28-423	10168	
3000			260,400	2,800	X	X 28-423		

2800				6,830,850	73,450	X	28-1115	70350
3100				18,600	200	X		200
FEDERAL HOME LN MTG CORP	COM	313400301	3,403,187	59,380	X	28-423	56550	
2830			1,837,423	32,060	X	X 28-423	24200	
4460	3400		16,987,277	296,400	X	28-BFMG	296400	
			74,506	1,300	X		1300	
			85,968	1,500	X	X	1500	
0	COLUMN TOTAL		1,060,475,682					

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FILE NO. 28-1235  
PAGE 44 OF 114 FORM 13F NAME OF REPORTING MANAGER-PNC BANK CORP.  
AS OF 03/31/99

ITEM 8:	ITEM 1:	ITEM 2:	ITEM 3:	ITEM 4:	ITEM 5:	ITEM 6:	ITEM 7:	ITEM 8:
AUTHORITY	(SHARES)	TITLE OF CLASS	CUSIP	FAIR MARKET VALUE	SHARES OR PRINCIPAL AMOUNT	INVESTMENT (B) SHARED (A) SOLE (C) OTH	MANAGERS INSTR V	VOTING (A) SOLE
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
FEDERAL NATL MTG ASSN	COM	313586109	158,656,805	2,291,073	X	28-423	2000995	
17136 272942			63,166,872	912,157	X	X 28-423	498750	
343848 69559			9,646,525	139,300	X	28-BFMG	139300	
			9,625,750	139,000	X	28-AMG	139000	
			30,733,150	443,800	X	28-1115	434900	
8900			18,306,584	264,355	X	28-1332	262585	
1770			249,300	3,600	X	X 28-1332	1900	
1700			2,384,693	34,436	X	PNC-FLA	34436	
			530,455	7,660	X	X PNC-FLA	7660	
			2,638,633	38,103	X	PNC-MASS	36409	
1694								
FEDERAL REALTY INVT TR	SH BEN INT NEW	313747206	754,067	35,591	X	28-423	20591	
15000			1,076,151	50,793	X	X 28-423	10868	
39325 600								
FEDERATED DEPT STORES INC DEL	COM	31410H101	641,278	15,982	X	28-423	9270	
1000 5712			31,778,198	791,980	X	28-1115	696280	
95700			112,350	2,800	X	X	2800	
FELCOR LODGING TR INC	COM	31430F101	1,486,472	64,108	X	28-423	64108	
5150			3,818,899	164,700	X	28-1115	159550	
4200			132,166	5,700	X	X	1500	
FIFTH THIRD BANCORP	COM	316773100	50,845,010	771,115	X	28-423	752896	
480 17739			9,493,543	143,979	X	X 28-423	137673	
300 6006			7,998,158	121,300	X	28-BFMG	121300	
			552,486	8,379	X	PNC-FLA	8379	
			4,846,370	73,500	X	X PNC-FLA	73500	
			63,431	962	X		962	
FINGERHUT COS INC	COM	317867109	0	113,015	X	28-423	113015	
9400			0	28,700	X	28-1115	19300	
FINLAY ENTERPRISES INC	COM NEW	317884203	1,228,243	113,600	X	28-423	113600	
11200			3,614,452	334,300	X	28-1115	323100	

FINOVA GROUP INC 1694	COM	317928109	314,051	6,054	X	28-423	4360
53200			2,780,500	53,600	X	28-1115	400
FIRST AUSTRALIA PRIME INCOME 2102	COM	318653102	114,335	18,667	X	28-423	16565
			10,290	1,680	X X		1680
FIRST AMER CORP TENN 1768	COM	318900107	333,239	9,037	X	28-423	9037
0			116,820	3,168	X X		1400
0	COLUMN TOTAL		418,049,276				
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FILE NO. 28-1235  
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FORM 13F NAME OF REPORTING MANAGER-PNC BANK CORP.

ITEM 8:		ITEM 3:	ITEM 4:	ITEM 5:	ITEM 6:	ITEM 7:	VOTING
AUTHORITY	ITEM 1:	CUSIP	FAIR MARKET	SHARES OR	DISCRETION	MANAGERS	
(SHARES)	TITLE OF CLASS	NUMBER	VALUE	PRINCIPAL	(B) SHARED		
NAME OF ISSUER				AMOUNT	(A) SOLE (C) OTH	INSTR V	(A) SOLE
(B) SHARED (C) NONE	<C>	<C>	<C>	<C>	<C>	<C>	<C>
<S>							
<C>							
FIRST COMWLTH FINL CORP PA	COM	319829107	2,178,125	102,500	X X	28-423	102500
			25,500	1,200	X		1200
FIRST DATA CORP 5800	COM	319963104	4,689,376	109,693	X	28-423	98093
46700			3,417,863	79,950	X X	28-423	32950
			200,925	4,700	X	PNC-FLA	4700
			76,950	1,800	X		1800
			89,775	2,100	X X		1300
800							
FIRST FINL BANCORP OH	COM	320209109	294,756	13,552	X X	28-423	13552
			73,733	3,390	X		3390
FIRST UN CORP 33412	COM	337358105	47,206,192	883,399	X	28-423	721340
511530			62,747,489	1,174,233	X X	28-423	589749
10600			13,375,281	250,300	X	28-1115	239700
2050			2,613,978	48,917	X	28-1332	46867
			1,324,489	24,786	X X	28-1332	24786
			821,754	15,378	X	PNC-FLA	15378
			313,836	5,873	X	PNC-MASS	5873
			84,751	1,586	X X		1586
FIRST VA BANKS INC 2745	COM	337477103	256,989	5,625	X	28-423	5625
			271,609	5,945	X X		3200
FIRST WESTERN BANCORP INC	COM	337505101	735,525	23,350	X	28-423	23350
FIRSTAR CORP NEW WIS 12377	COM	33763V109	40,083,739	447,863	X	28-423	435486
2000			19,760,974	220,793	X X	28-423	213268
			3,132,500	35,000	X	28-BFMG	35000
			268,500	3,000	X X	PNC-FLA	3000
			80,550	900	X		900
FISERV INC 200	COM	337738108	2,681,250	50,000	X	28-BFMG	50000
450			10,725	200	X		
			56,306	1,050	X X		600
FIRSTMERIT CORP	COM	337915102	266,616	10,354	X	28-423	10354
			288,400	11,200	X X	28-423	11200

FIRSTENERGY CORP 2800	COM	337932107	2,128,196	76,007	X	28-423	73207
			710,108	25,361	X	X 28-423	9153
14616	1592		67,200	2,400	X		2400
			25,200	900	X	X	
900							
0	COLUMN TOTAL		210,359,160				
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FORM 13F

NAME OF REPORTING MANAGER-PNC BANK CORP.

ITEM 8:		ITEM 3:		ITEM 4:		ITEM 5:		ITEM 6: INVESTMENT		ITEM 7:		VOTING	
AUTHORITY		CUSIP		FAIR MARKET		SHARES OR		DISCRETION		MANAGERS			
ITEM 1: (SHARES) NAME OF ISSUER (B) SHARED (C) NONE		ITEM 2: TITLE OF CLASS		NUMBER		PRINCIPAL		(B) SHARED				(A) SOLE	
<S>		<C>		<C>		<C>		<C>		<C>		<C>	
<C>		<C>		<C>		<C>		<C>		<C>		<C>	
FISHER SCIENTIFIC INTL INC	COM NEW	338032204	542,882	31,245	X	PNC-MASS	31245						
FLEET FINL GROUP INC NEW	COM	338915101	53,464,937	1,420,995	X	28-423	1187919						
9500	223576		16,345,579	434,434	X	X 28-423	182244						
205998	46192		7,261,625	193,000	X	28-AMG	193000						
27900			42,644,175	1,133,400	X	28-1115	1105500						
1040			2,820,483	74,963	X	28-1332	73923						
3968			591,841	15,730	X	PNC-FLA	15730						
2616			1,022,008	27,163	X	PNC-MASS	23195						
			243,772	6,479	X	X	3863						
FLORIDA PROGRESS CORP	COM	341109106	374,254	9,914	X	28-423	7814						
2100			324,575	8,598	X	X 28-423	5071						
3527			3,020,000	80,000	X	28-1115	600						
79400			192,525	5,100	X		5100						
			124,575	3,300	X	X	3300						
FLORIDA ROCK INDS INC	COM	341140101	313,950	9,200	X	X 28-423	9200						
FLOWSERVE CORP	COM	34354P105	1,660,356	106,693	X	28-423	106693						
675			10,504	675	X	X							
FLUOR CORP	COM	343861100	243,810	9,030	X	X 28-423	800						
8063	167		159,138	5,894	X		5894						
700			32,400	1,200	X	X	500						
FOOD LION INC	CL B	344775101	3,739,356	415,484	X	28-1115	2500						
412984			9,900	1,100	X		1100						
FORD MTR CO DEL	COM	345370100	58,569,575	1,033,210	X	28-423	838623						
13838	180749		20,698,748	365,141	X	X 28-423	165460						
169710	29971		5,470,296	96,500	X	28-AMG	96500						
22600			51,061,949	900,770	X	28-1115	878170						
3527			2,921,648	51,540	X	28-1332	48013						
1900	1120		269,603	4,756	X	X 28-1332	1736						
			675,709	11,920	X	PNC-FLA	11920						
200			320,282	5,650	X	X PNC-FLA	5450						

685			1,073,142	18,931	X	PNC-MASS	18246	
	FORE SYSTEMS INC	COM	345449102	232,544	12,300	X	28-423	12300
0	COLUMN TOTAL		276,436,141					
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1  
FILE NO. 28-1235  
PAGE 47 OF 114 FORM 13F NAME OF REPORTING MANAGER-PNC BANK CORP.  
AS OF 03/31/99

ITEM 8:		ITEM 3:		ITEM 4:		ITEM 5:		ITEM 6:		ITEM 7:		ITEM 8:	
AUTHORITY		CUSIP		FAIR MARKET		SHARES OR		DISCRETION		MANAGERS		VOTING	
ITEM 1:		ITEM 2:		ITEM 3:		ITEM 4:		ITEM 5:		ITEM 6:		ITEM 7:	
(SHARES)		TITLE OF CLASS		NUMBER		VALUE		PRINCIPAL		(B) SHARED		(A) SOLE	
NAME OF ISSUER		NUMBER		VALUE		AMOUNT		(A) SOLE		(C) OTH		INSTR V	
(B) SHARED (C) NONE		<C>		<C>		<C>		<C>		<C>		<C>	
<S>		<C>		<C>		<C>		<C>		<C>		<C>	
2200	FOREST LABS INC	CL A	345838106	317,955	5,640	X	28-423	3440					
				231,138	4,100	X	X 28-423	4100					
				6,967,950	123,600	X	28-BFMG	123600					
				45,100	800	X	X	800					
8200	FORT JAMES CORP	COM	347471104	377,012	11,898	X	28-423	3698					
472	7200			243,103	7,672	X	X 28-423						
114800				25,400,299	801,600	X	28-1115	686800					
	FORTE SOFTWARE INC	COM	349546101	878,750	190,000	X	PNC-MASS	190000					
3400	FORTUNE BRANDS INC	COM	349631101	6,253,940	162,440	X	28-423	157300					
72009	1740			5,701,927	148,102	X	X 28-423	71140					
40	4953			310,156	8,056	X	28-1332	8016					
				215,600	5,600	X	X PNC-FLA	5600					
				23,100	600	X		600					
10000	FOSTER L B CO	COM	350060109	46,250	10,000	X	X 28-423						
	FOSTER WHEELER CORP	COM	350244109	184,373	15,206	X	28-423	15206					
37059	FOUNDATION HEALTH SYS INC	COM	350404109	11,762,636	965,179	X	28-1115	928120					
				82,750	6,790	X		6790					
10600	FOX ENTMT GROUP INC	CL A	35138T107	290,238	10,700	X	28-423	100					
				9,206,225	339,400	X	28-1115	339400					
				27,125	1,000	X	X	1000					
15000	FRANCHISE FIN CORP AMER	COM	351807102	320,543	15,219	X	X 28-423	219					
				18,219	865	X		865					
4100	FRANKLIN RES INC	COM	354613101	1,631,391	58,005	X	28-423	53905					
18000	900			1,350,000	48,000	X	X 28-423	29100					
10051	FRESENIUS MED CARE AG	SPONSORED ADR	358029106	212,710	10,537	X	X 28-423	486					
300				38,355	1,900	X		1600					
3160	FRONTIER CORPORATION	COM	35906P105	398,919	7,690	X	28-423	7690					
				498,208	9,604	X	X 28-423	6444					
6870	FULTON FINL CORP PA	COM	360271100	344,353	15,013	X	28-423	8143					
				1,104,623	48,159	X	X 28-423						

48159

22,937 1,000 X 1000  
74,505,885

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FORM 13F

NAME OF REPORTING MANAGER-PNC BANK CORP.

AS OF 03/31/99

ITEM 8:		ITEM 3:		ITEM 4:		ITEM 5:	ITEM 6: INVESTMENT		ITEM 7:	VOTING
AUTHORITY		CUSIP		FAIR MARKET		SHARES OR	DISCRETION		MANAGERS	
ITEM 1:	ITEM 2:	NUMBER	VALUE	PRINCIPAL	AMOUNT	(B) SHARED	(A) SOLE	(C) OTH	INSTR	V (A) SOLE
(SHARES)	TITLE OF CLASS									
(B) SHARED (C) NONE						(A) SOLE	(C) OTH			
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
GBC BANCORP CALIF	COM	361475106	717,000	47,800	47,800	X			28-423	47800
			4,975,500	331,700	331,700	X			28-1115	318900
12800										
GPU INC	COM	36225X100	1,673,928	44,863	44,863	X			28-423	41359
2400 1104			483,787	12,966	12,966	X	X		28-423	6136
4806 2024			12,686	340	340	X	X			340
GTE CORP	COM	362320103	66,562,100	1,100,200	1,100,200	X			28-423	976022
27235 96943			47,521,480	785,479	785,479	X	X		28-423	291065
460706 33708			3,968,800	65,600	65,600	X			28-AMG	65600
			54,463,915	900,230	900,230	X			28-1115	876030
24200			2,931,044	48,447	48,447	X			28-1332	47847
600			615,951	10,181	10,181	X	X		28-1332	7400
1733 1048			1,271,589	21,018	21,018	X			PNC-FLA	21018
			463,067	7,654	7,654	X	X		PNC-FLA	7400
254										
GZA GEOENVIRONMENTAL TECH INC	COM	362386104	108,000	24,000	24,000	X			28-1332	24000
GABELLI EQUITY TR INC	COM	362397101	122,503	10,316	10,316	X			28-423	10316
GALLAHER GROUP PLC	SPONSORED ADR	363595109	2,179,696	92,753	92,753	X			28-423	88600
3000 1153			4,958,477	210,999	210,999	X	X		28-423	179319
26427 5253			188,376	8,016	8,016	X				8016
			75,200	3,200	3,200	X	X			3200
GANNETT INC	COM	364730101	15,704,010	249,270	249,270	X			28-423	226738
1800 20732			7,839,342	124,434	124,434	X	X		28-423	54140
66894 3400			1,425,501	22,627	22,627	X			28-1332	22377
250			894,600	14,200	14,200	X	X		28-1332	14200
			153,216	2,432	2,432	X				2432
GAP INC DEL	COM	364760108	1,527,242	22,689	22,689	X			28-423	22689
19125			1,681,117	24,975	24,975	X	X		28-423	5850
			10,517,500	156,250	156,250	X			28-BFMG	156250
			318,049	4,725	4,725	X			28-1332	4725
			110,594	1,643	1,643	X				1643
GATEWAY 2000 INC	COM	367833100	320,185	4,670	4,670	X			28-423	3520
250 900			1,707,194	24,900	24,900	X			28-1115	200
24700			82,274	1,200	1,200	X	X			1200
GENERAL AMERN INVS INC	COM	368802104	212,318	6,727	6,727	X				6727
			63,124	2,000	2,000	X	X			2000
0	COLUMN TOTAL		235,849,365							

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FILE NO. 28-1235  
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FORM 13F NAME OF REPORTING MANAGER-PNC BANK CORP.

ITEM 8:		ITEM 3:		ITEM 4:		ITEM 5:		ITEM 6:		ITEM 7:		VOTING	
AUTHORITY		CUSIP		FAIR MARKET		SHARES OR		DISCRETION		MANAGERS			
ITEM 1:		ITEM 2:		FAIR MARKET		PRINCIPAL		(B) SHARED		INSTR V		(A) SOLE	
(SHARES)		TITLE OF CLASS		VALUE		AMOUNT		(A) SOLE (C) OTH				(A) SOLE	
NAME OF ISSUER		NUMBER						(A) SOLE (C) OTH					
(B) SHARED (C) NONE								(A) SOLE (C) OTH					
<S>		<C>		<C>		<C>		<C>		<C>		<C>	
<C>		<C>		<C>		<C>		<C>		<C>		<C>	
GENERAL DYNAMICS CORP	COM	369550108	257,000	4,000	X	28-423	4000						
			301,975	4,700	X	X 28-423	800						
3900			5,255,650	81,800	X	28-BFMG	81800						
GENERAL ELEC CO	COM	369604103	824,139,324	7,449,847	X	28-423	6817325						
193762 438760			749,400,632	6,774,243	X	X 28-423	3246687						
3105425 422131			90,458,063	817,700	X	28-BFMG	817700						
			15,376,875	139,000	X	28-AMG	139000						
9400			100,097,925	904,840	X	28-1115	895440						
625 2264			68,353,307	617,883	X	28-1332	614994						
12046 876			38,170,714	345,046	X	X 28-1332	332124						
600			10,206,705	92,264	X	PNC-FLA	91664						
400 1200			4,895,156	44,250	X	X PNC-FLA	42650						
3825			6,197,323	56,021	X	PNC-MASS	52196						
			48,675	440	X	X	440						
GENERAL GROWTH PPTYS INC	COM	370021107	681,177	21,000	X	X 28-423	20000						
1000													
GENERAL INSTR CORP DEL	COM	370120107	221,278	7,300	X	28-423	7300						
			1,188,230	39,200	X	28-1115	300						
38900													
			21,218	700	X	X	600						
100													
GENERAL MLS INC	COM	370334104	12,194,876	161,389	X	28-423	157029						
1160 3200			13,935,068	184,419	X	X 28-423	135465						
43762 5192													
			1,828,600	24,200	X	28-1332	24200						
			62,339	825	X		825						
300 200			71,784	950	X	X	450						
GENERAL MTRS CORP	COM	370442105	41,383,203	475,669	X	28-423	411025						
9306 55338			22,847,592	262,616	X	X 28-423	107815						
134234 20567													
			3,358,200	38,600	X	28-AMG	38600						
			52,522,248	603,704	X	28-1115	590204						
13500													
			5,108,553	58,719	X	28-1332	55603						
3116													
			1,388,607	15,961	X	X 28-1332	15683						
278													
			266,481	3,063	X	PNC-FLA	3063						
			799,617	9,191	X	PNC-MASS	9041						
150													
			73,950	850	X	X	850						
GENERAL MTRS CORP	CL H NEW	370442832	230,598	4,572	X	X 28-423	1598						
2782 192													
			145,612	2,887	X		2636						
251													
			5,044	100	X	X	100						





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FORM 13F NAME OF REPORTING MANAGER-PNC BANK CORP.

ITEM 8:		ITEM 3:		ITEM 4:		ITEM 5:		ITEM 6: INVESTMENT		ITEM 7:		VOTING	
AUTHORITY		CUSIP		FAIR MARKET		SHARES OR		DISCRETION		MANAGERS			
ITEM 1: (SHARES) NAME OF ISSUER (B) SHARED (C) NONE		ITEM 2: TITLE OF CLASS		NUMBER		PRINCIPAL		(B) SHARED		INSTR V		(A) SOLE	
<S>		<C>		<C>		<C>		<C>		<C>		<C>	
<C>		<C>		<C>		<C>		<C>		<C>		<C>	
GLAMIS GOLD LTD	COM	376775102	17,650	12,836	2,750	2,000	X	X	28-423			12836	2000
GLATFELTER P H CO 1431724 27866	COM	377316104	113,770,940	10,169,924	65,396,640	5,845,771	X	X	28-423			8710334	167805
5605966 72000													
GLAXO WELLCOME PLC 1600 3600	SPONSORED ADR	37733W105	3,557,367	53,145	4,823,079	72,054	X	X	28-423			47945	56850
12654 2550					153,955	2,300	X						2300
GLENAYRE TECHNOLOGIES INC	COM	377899109	54,992	16,000			X		28-423			16000	
GLENBOROUGH RLTY TR INC 13300	COM	37803P105	1,810,381	106,493	5,895,600	346,800	X	X	28-423			106493	333500
GOLDEN WEST FINL CORP DEL	COM	381317106	573,382	6,004			X		28-423			6004	
GOODYEAR TIRE & RUBR CO 23998	COM	382550101	4,996,193	100,301	1,624,369	32,610	X	X	28-423			76303	12044
17066 3500					2,789,472	56,000	X		28-AMG			56000	
19300					28,475,030	571,650	X	X	28-1115			552350	
2768					237,703	4,772	X		28-1332			4772	
					39,850	800	X					800	
					162,786	3,268	X	X				500	
GOODYS FAMILY CLOTHING INC	COM	382588101	238,323	17,100	6,969	500	X	X	28-BFMG			17100	500
GRACE W R & CO DEL NEW 11380	COM	38388F108	148,774	12,270	19,897	1,641	X	X	28-423			890	1641
GRAINGER W W INC 1600	COM	384802104	3,470,496	80,593	2,343,865	54,430	X	X	28-423			78993	29580
22550 2300					301,434	7,000	X	X	28-1332			6800	
200					120,574	2,800	X					2800	
GREAT PLAINS SOFTWARE	COM	39119E105	7,532,359	194,700			X		28-BFMG			194700	
GUIDANT CORP 39350	COM	401698105	9,071,552	149,943	2,115,988	34,975	X	X	28-423			110593	21040
2400 11535					9,595,300	158,600	X		28-BFMG			158600	
					13,775,850	227,700	X	X	28-1332			227700	
					48,400	800	X					800	
0	COLUMN TOTAL		283,171,920										

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FILE NO. 28-1235  
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FORM 13F NAME OF REPORTING MANAGER-PNC BANK CORP.



NAME OF ISSUER (B) SHARED (C) NONE <S> <C>	TITLE OF CLASS <C>	NUMBER <C>	VALUE <C>	AMOUNT <C>	(A) SOLE <C>	(C) OTH INSTR V <C>	(A) SOLE <C>
HEALTHSOUTH CORP 197100	COM	421924101	151,579 2,061,513	14,610 198,700	X X	28-423 28-1115	14610 1600
			10,022	966	X X		966
HEALTHCARE RLTY TR 6400	COM	421946104	1,335,586 355,300	70,294 18,700	X X	28-423 28-1115	70294 12300
HEALTHCARE RECOVERIES INC	COM	42220K101	195,000	40,000	X	PNC-MASS	40000
HEALTHEON CORP	COM	422209106	9,879,951	232,300	X	28-BFMG	232300
HEINZ H J CO 15150 59759	COM	423074103	46,535,799	982,286	X	28-423	907377
611715 73105			65,856,556	1,390,112	X X	28-423	705292
			5,234,938 4,029,244	110,500 85,050	X X	28-1115 28-1332	110500 84694
356			2,012,064 656,144	42,471 13,850	X X X	28-1332 PNC-FLA	42471 10650
3200			47,375 187,131	1,000 3,950	X X	X	1000 3950
HELIX TECHNOLOGY CORP	COM	423319102	6,077,738	395,300	X	28-BFMG	395300
HENRY JACK & ASSOC INC 500	COM	426281101	385,875 25,725	10,500 700	X X	28-BFMG X	10500 200
HERCULES INC 536	COM	427056106	228,866	9,064	X	28-423	8528
18716 3547			652,687	25,849	X X	28-423	3586
			1,409,733 368,221	55,831 14,583	X X	28-1332 X 28-1332	55831 14583
HERSHEY FOODS CORP 294	COM	427866108	2,302,354	41,068	X	28-423	40774
31740 2800			5,053,429	90,140	X X	28-423	55600
			61,668	1,100	X		1100
HERTZ CORP 64400	CL A	428040109	3,466,800	64,800	X	28-1115	400
0			5,350	100	X		100
0	COLUMN TOTAL		158,586,648				
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FORM 13F

NAME OF REPORTING MANAGER-PNC BANK CORP.

ITEM 8:	ITEM 5:	ITEM 6:	ITEM 3:	ITEM 4:	ITEM 7:	VOTING	
AUTHORITY	SHARES OR	INVESTMENT	CUSIP	FAIR MARKET	MANAGERS		
(SHARES)	PRINCIPAL	(B) SHARED		VALUE			
NAME OF ISSUER (B) SHARED (C) NONE <S> <C>	AMOUNT <C>	(A) SOLE (C) OTH INSTR V <C>	TITLE OF CLASS <C>	NUMBER <C>	VALUE <C>	AMOUNT <C>	(A) SOLE <C>
HEWLETT PACKARD CO 8610 86010	822,043	X	COM	428236103	55,744,380	822,043	X 28-423 727423
322367 38150	61,416,311	X X			61,416,311	905,685	X X 28-423 545168
	18,132,929	X			18,132,929	267,400	X 28-1115 267400
1140	13,309,800	X			13,309,800	196,275	X 28-1332 195135
	1,424,052	X X			1,424,052	21,000	X X 28-1332 21000
	1,607,144	X			1,607,144	23,700	X PNC-FLA 23700
450	452,170	X X			452,170	6,668	X X PNC-FLA 6218

3290			1,754,296	25,870	X	PNC-MASS	22580
			104,430	1,540	X	X	1540
HIGHWOODS PPTYS INC	COM	431284108	1,672,784	70,995	X	28-423	70995
8000			4,962,157	210,600	X	28-1115	202600
3000			70,686	3,000	X	X	
HILB ROGAL & HAMILTON CO	COM	431294107	304,866	18,000	X	X 28-423	
18000							
HILLENBRAND INDS INC	COM	431573104	1,440,249	31,183	X	28-423	6900
24283			83,137	1,800	X	X	1800
HILTON HOTELS CORP	SUB NT CONV 5%	432848AL3	32,812,500	350,000	X	X 28-423	
350000							
HILTON HOTELS CORP	COM	432848109	958,621	68,171	X	28-423	68171
			2,151	153	X		153
3400			70,310	5,000	X	X	1600
HOLLYWOOD ENTMT CORP	COM	436141105	9,224,963	495,300	X	28-BFMG	495300
HOLOGIC INC	COM	436440101	282,734	31,200	X	28-423	31200
12600			3,136,358	346,100	X	28-1115	333500
HOLOPHANE CORP	COM	43645B106	2,895,750	131,625	X	28-423	131625
16300			8,735,320	397,060	X	28-1115	380760
0	COLUMN TOTAL		220,598,098				
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FORM 13F

NAME OF REPORTING MANAGER-PNC BANK CORP.

ITEM 8:	ITEM 1:	ITEM 2:	ITEM 3:	ITEM 4:	ITEM 5:	ITEM 6:	ITEM 7:	ITEM 8:
AUTHORITY	(SHARES)	TITLE OF CLASS	CUSIP	FAIR MARKET VALUE	SHARES OR PRINCIPAL AMOUNT	INVESTMENT (B) SHARED (A) SOLE (C) OTH	MANAGERS INSTR V	VOTING (A) SOLE
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
HOME DEPOT INC	10260	COM	437076102	49,214,539	790,595	X	28-423	656126
10260	124209			28,253,345	453,869	X	X 28-423	333625
92496	27748			29,612,325	475,700	X	28-BFMG	475700
				3,081,375	49,500	X	28-AMG	49500
				21,606,975	347,100	X	28-1115	347100
				10,360,890	166,440	X	28-1332	166440
				367,026	5,896	X	X 28-1332	3000
2896				3,520,736	56,558	X	PNC-FLA	55254
1304				523,274	8,406	X	X PNC-FLA	8406
				3,853,275	61,900	X	PNC-MASS	54961
6939				131,970	2,120	X	X	2120
HOMESTAKE MNG CO	COM	437614100	107,813	12,500	X			12500
800			11,213	1,300	X	X		500
HONEYWELL INC	COM	438506107	1,243,696	16,405	X	28-423		14069
2336				1,841,473	24,290	X	X 28-423	8872
15418				17,830,982	235,200	X	28-1115	184800
50400				662,294	8,736	X	X 28-1332	8736
				364,504	4,808	X	X PNC-FLA	4808

			75,812	1,000	X		1000
HONG KONG TELECOMMUNICATIONS	SPONSORED ADR	438579203	233,277	11,925	X	28-423	11925
HOST MARRIOTT CORP NEW 341 23013	COM	44107P104	292,131	26,259	X	X 28-423	2905
1630			30,227	2,717	X		1087
HOUSEHOLD INTL INC 1800 7404	COM	441815107	4,970,524	108,943	X	28-423	99739
50657 6033			3,440,809	75,415	X	X 28-423	18725
5759			36,323,158	796,124	X	28-1115	790365
			142,076	3,114	X		3114
HUBBELL INC	CL A	443510102	973,248	26,304	X	28-423	26304
			177,600	4,800	X	X	4800
HUBBELL INC 500	CL B	443510201	1,301,800	32,545	X	28-423	32045
16700			720,880	18,022	X	X 28-423	1322
			36,000	900	X		900
HUMANA INC	COM	444859102	1,887,443	109,417	X	28-423	109417
158600			2,735,850	158,600	X	28-1115	
			43,125	2,500	X		2500
			76,763	4,450	X	X	4450
0	COLUMN TOTAL		226,048,428				
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FORM 13F

NAME OF REPORTING MANAGER-PNC BANK CORP.

ITEM 8:		ITEM 3:		ITEM 4:		ITEM 5:		ITEM 6:		ITEM 7:		ITEM 8:	
AUTHORITY		CUSIP		FAIR MARKET		SHARES OR		DISCRETION		MANAGERS		VOTING	
ITEM 1:		ITEM 2:		CUSIP		FAIR MARKET		PRINCIPAL		(B) SHARED		(A) SOLE	
(SHARES)		TITLE OF CLASS		NUMBER		VALUE		AMOUNT		(A) SOLE (C) OTH		INSTR V (A) SOLE	
NAME OF ISSUER													
(B) SHARED (C) NONE		<C>		<C>		<C>		<C>		<C>		<C>	
<S>		<C>		<C>		<C>		<C>		<C>		<C>	
HUNTINGTON BANCSHARES INC	COM	446150104	1,202,181	38,859	X	28-423	38859						
			351,630	11,366	X	X 28-423	11366						
84030			2,617,270	84,600	X	28-1115	570						
			587,741	18,998	X	X 28-1332	18998						
			49,901	1,613	X		1613						
HUTCHINSON TECHNOLOGY INC	COM	448407106	2,543,320	102,244	X	28-423	102244						
5400			2,492,475	100,200	X	28-1115	94800						
IMC GLOBAL INC	COM	449669100	241,361	11,810	X	28-423	10820						
990			200,180	9,795	X		1995						
7800			76,332	3,735	X	X	3130						
605													
I-LINK CORP	COM	449927102	43,701	17,700	X	28-423	17700						
2000			4,938	2,000	X	X							
IMS HEALTH INC	COM	449934108	5,536,446	167,138	X	28-423	160938						
4700 1500			2,613,828	78,908	X	X 28-423	38948						
33876 6084			10,010,375	302,200	X	28-BFMG	302200						
			490,250	14,800	X	28-1332	14800						
			276,064	8,334	X	X 28-1332	8334						
			43,063	1,300	X		1300						
ISS GROUP INC	COM	450306105	24,573,450	309,100	X	28-BFMG	309100						

ITC DELTACOM INC	COM	45031T104	700,165	32,100	X	28-BFMG	32100
ITT INDS INC IND 2284	COM	450911102	307,197	8,684	X	X 28-423	6400
79300			2,826,463	79,900	X	28-1115	600
			229,796	6,496	X		6496
IKON OFFICE SOLUTIONS INC 6693	COM	451713101	472,673	36,893	X	X 28-423	30200
17500			224,210	17,500	X	28-1115	
0			1,281	100	X		100
0	COLUMN TOTAL		58,716,291				
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FORM 13F

NAME OF REPORTING MANAGER-PNC BANK CORP.

ITEM 8:		ITEM 3:		ITEM 4:		ITEM 5:		ITEM 6:		ITEM 7:		ITEM 8:	
AUTHORITY		CUSIP		FAIR MARKET		SHARES OR		DISCRETION		MANAGERS		VOTING	
ITEM 1:		ITEM 2:		VALUE		PRINCIPAL		(B) SHARED		INSTR V		(A) SOLE	
(SHARES)		TITLE OF CLASS		AMOUNT		(A) SOLE (C) OTH		INSTR V		(A) SOLE			
(B) SHARED (C) NONE		NUMBER		AMOUNT		(A) SOLE (C) OTH		INSTR V		(A) SOLE			
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<C>		<C>		<C>		<C>		<C>		<C>		<C>	
ILLINOIS TOOL WKS INC 5800 131421	COM	452308109	45,686,829	738,373	X	28-423	601152						
119635 10055			12,780,405	206,552	X	X 28-423	76862						
			3,217,500	52,000	X	28-BFMG	52000						
			7,647,750	123,600	X	28-AMG	123600						
			15,543,000	251,200	X	28-1115	251200						
			15,883,746	256,707	X	28-1332	254293						
2414			1,342,688	21,700	X	X 28-1332	16000						
5700			1,156,877	18,697	X	PNC-FLA	18697						
			2,230,223	36,044	X	PNC-MASS	31974						
4070			81,675	1,320	X	X	1320						
IMATION CORP 40 114	COM	45245A107	196,053	11,882	X	28-423	11728						
2343 275			200,904	12,176	X	X 28-423	9558						
			11,550	700	X		700						
			44,105	2,673	X	X	2673						
IMMUNEX CORP NEW	COM	452528102	283,050	3,400	X	X 28-423	3400						
			7,825,500	94,000	X	28-BFMG	94000						
INACOM CORP	COM	45323G109	414,021	53,422	X	28-423	53422						
1700			37,975	4,900	X		3200						
			3,100	400	X	X	400						
INFOSEEK CORP	COM	45678M107	34,328,600	463,900	X	28-BFMG	463900						
INFOSPACE COM INC	COM	45678T102	1,240,750	14,000	X	28-BFMG	14000						
INGERSOLL RAND CO 3000 2595	COM	456866102	1,800,842	36,289	X	28-423	30694						
16012 33315			3,123,943	62,951	X	X 28-423	13624						
41500			2,074,325	41,800	X	28-1115	300						
			29,775	600	X		600						
			38,062	767	X	X	131						
636													
INKTOMI CORP	COM	457277101	16,301,075	190,100	X	28-BFMG	190100						
INSURANCE MGMT SOLUTIONS GROUP	COM	458045101	1,800,000	200,000	X	28-BFMG	200000						

INTEGRATED HEALTH SVCS INC 600	COM	45812C106	915,558	166,465	X	28-423	165865
			3,059,100	556,200	X	28-1115	534700

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COLUMN TOTAL

179,298,981

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FORM 13F NAME OF REPORTING MANAGER-PNC BANK CORP.

ITEM 8:	ITEM 1:	ITEM 2:	ITEM 3:	ITEM 4:	ITEM 5:	ITEM 6:	ITEM 7:	ITEM 8:
AUTHORITY	NAME OF ISSUER	TITLE OF CLASS	CUSIP	FAIR MARKET	SHARES OR	DISCRETION	MANAGERS	VOTING
(SHARES)	(B) SHARED (C) NONE		NUMBER	VALUE	PRINCIPAL	(B) SHARED		
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
	INTEL CORP	COM	458140100	231,374,972	1,946,372	X	28-423	1677474
29533	239365			162,323,337	1,365,496	X	X 28-423	936750
377656	51090			51,508,538	433,300	X	28-BFMG	433300
				12,160,913	102,300	X	28-AMG	102300
				43,579,575	366,600	X	28-1115	363300
3300				27,727,832	233,252	X	28-1332	231340
950	962			4,318,016	36,324	X	X 28-1332	28524
7800				3,782,484	31,819	X	PNC-FLA	31719
100				326,906	2,750	X	X PNC-FLA	2750
				5,511,283	46,362	X	PNC-MASS	42847
3515				297,188	2,500	X	X PNC-MASS	2500
	INTERNATIONAL BUSINESS MACHS	COM	459200101	164,977,565	930,762	X	28-423	824270
9025	97467			137,189,196	773,987	X	X 28-423	349442
308425	116120			5,299,775	29,900	X	28-BFMG	29900
				8,561,175	48,300	X	28-AMG	48300
				118,048,500	666,000	X	28-1115	644100
21900				12,500,734	70,526	X	28-1332	69818
708				5,021,493	28,330	X	X 28-1332	27530
800				1,357,912	7,661	X	PNC-FLA	7661
				1,593,478	8,990	X	X PNC-FLA	8990
				1,487,659	8,393	X	PNC-MASS	8393
	INTERNATIONAL ELECTRONICS INC	COM PAR \$0.01	459436507	16,159	11,000	X	PNC-MASS	
11000								
	INTERNATIONAL FLAVORS&FRAGRANC	COM	459506101	1,357,378	36,137	X	28-423	35237
900				680,098	18,106	X	X 28-423	300
17806								
	INTERNATIONAL HOME FOODS INC	COM	459655106	3,054,992	190,200	X	28-1115	1400
188800								
	INTERNATIONAL MULTIFOODS CORP	COM	460043102	249,205	10,690	X		10690
	INTERNATIONAL NETWORK SVCS	COM	460053101	49,669,257	710,200	X	28-BFMG	710200
	INTL PAPER CO	COM	460146103	10,393,485	246,367	X	28-423	237626
400	8341			2,192,922	51,981	X	X 28-423	35429
12818	3734			200,515	4,753	X	28-1332	4753
				52,312	1,240	X		1240
				131,961	3,128	X	X	3128
	INTERNET AMERICA INC	COM	46058Y109	444,375	15,000	X	28-BFMG	15000

0 COLUMN TOTAL 1,067,391,190

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AS OF 03/31/99

ITEM 8:	ITEM 1:	ITEM 2:	ITEM 3:	ITEM 4:	ITEM 5:	ITEM 6:	ITEM 7:	ITEM 8:
AUTHORITY	(SHARES)	TITLE OF CLASS	CUSIP	FAIR MARKET VALUE	SHARES OR PRINCIPAL AMOUNT	DISCRETION (B) SHARED (A) SOLE (C) OTH INSTR V	MANAGERS	VOTING (A) SOLE
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
INTERPUBLIC GROUP COS INC 7650	COM	460690100	7,552,941	96,988	X	28-423		89338
6950			25,655,919	329,450	X	X 28-423		322500
INTERSTATE ENERGY CORP WISE 2500	COM	460845100	2,803,293	105,288	X	28-423		102788
5344			238,720	8,966	X	X 28-423		3622
8550			7,593,849	285,215	X	28-1115		276665
			45,689	1,716	X			1716
INTERVU INC	COM	46114R106	7,614,750	171,600	X	28-BFMG		171600
INTIMATE BRANDS INC	CL A	461156101	7,618,188	158,300	X	28-BFMG		158300
			50,964	1,059	X			1059
			19,250	400	X	X		400
INVESTORS FINL SERVICES CORP	COM	461915100	14,846,500	516,400	X	28-BFMG		516400
IOMEGA CORP 3000	COM	462030107	123,000	24,000	X	28-423		21000
			1,538	300	X			300
IPALCO ENTERPRISES INC 4818	COM	462613100	805,000	36,696	X	28-423		31878
52318			1,515,145	69,068	X	X 28-423		16750
			225,951	10,300	X	X 28-1332		10300
			146,978	6,700	X			6700
JLG INDS INC 5800	COM	466210101	341,988	25,100	X	28-423		25100
1000 2000			3,500,263	256,900	X	28-1115		251100
			40,875	3,000	X	X		
JABIL CIRCUIT INC	COM	466313103	6,945,750	171,500	X	28-BFMG		171500
JACOR COMMUNUNICATIONS INC	CL A	469858401	5,593,600	73,600	X	28-BFMG		73600
			7,600	100	X			100
JEFFBANKS INC	COM	472317106	247,598	11,861	X	PNC-FLA		11861
			32,106	1,538	X			1538
JEFFERSON PILOT CORP 4087 135	COM	475070108	580,076	8,562	X	28-423		8562
			583,260	8,609	X	X 28-423		4387
0	COLUMN TOTAL		94,730,791					

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AS OF 03/31/99

ITEM 5: ITEM 6: INVESTMENT

ITEM 8:



AUTHORITY	ITEM 1:	ITEM 2:	ITEM 3:	ITEM 4:	SHARES OR	DISCRETION	ITEM 7:	VOTING
(SHARES)	NAME OF ISSUER	TITLE OF CLASS	CUSIP	FAIR MARKET	PRINCIPAL	(B) SHARED	MANAGERS	
<S>	(B) SHARED (C) NONE		NUMBER	VALUE	AMOUNT	(A) SOLE (C) OTH	INSTR V	(A) SOLE
<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
JOHNSON & JOHNSON 20471 197132	COM	478160104	300,528,822	3,214,212	X	28-423	2996609	
648994 114969			183,878,970	1,966,620	X X	28-423	1202657	
			29,489,900	315,400	X	28-BFMG	315400	
			6,675,900	71,400	X	28-AMG	71400	
			23,805,100	254,600	X	28-1115	254600	
			16,667,123	178,258	X	28-1332	176060	
2198			9,720,260	103,960	X X	28-1332	92910	
10850 200			3,531,215	37,767	X	PNC-FLA	35767	
2000			2,037,739	21,794	X X	PNC-FLA	21794	
			2,841,465	30,390	X	PNC-MASS	27495	
2895			126,225	1,350	X X		1350	
JOHNSON CTLS INC 150	COM	478366107	318,362	5,104	X	28-423	4954	
			923,150	14,800	X X	28-423	14800	
			38,174	612	X		612	
JONES APPAREL GROUP INC	COM	480074103	1,141,785	40,870	X	28-423	40870	
KLA-TENCORP CORP 50100	COM	482480100	2,452,381	50,500	X	28-1115	400	
			2,428	50	X		50	
K MART CORP 23600	COM	482584109	883,403	52,546	X	28-423	28946	
			352,884	20,990	X X	28-423	8900	
8190 3900			46,074,967	2,740,600	X	28-1115	2536400	
204200			72,292	4,300	X		4300	
			33,624	2,000	X X		2000	
K2 INC	COM	482732104	468,846	59,536	X	28-423	59536	
KANSAS CITY PWR & LT CO 300 18050	COM	485134100	1,773,690	72,028	X	28-423	53678	
			599,914	24,362	X X	28-423	22600	
1762			155,138	6,300	X		6300	
KANSAS CITY SOUTHN INDS INC 65900	COM	485170104	345,420	6,060	X	28-423	6060	
			256,500	4,500	X X	28-423	4500	
			3,784,800	66,400	X	28-1115	500	
KELLOGG CO 250 5387	COM	487836108	3,555,027	105,141	X	28-423	99504	
			4,002,766	118,383	X X	28-423	74333	
43500 550			699,908	20,700	X	28-1332	20500	
200			386,133	11,420	X X	28-1332	8220	
3200			128,486	3,800	X		3800	
			43,956	1,300	X X		1300	
0	COLUMN TOTAL		647,796,753					

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AUTHORITY	ITEM 3:	ITEM 4:	SHARES OR	DISCRETION	ITEM 7:	VOTING
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ITEM 5: INVESTMENT

ITEM 6:

ITEM 1: (SHARES) NAME OF ISSUER (B) SHARED (C) NONE <S> <C>	ITEM 2: TITLE OF CLASS <C>	CUSIP NUMBER <C>	FAIR MARKET VALUE <C>	PRINCIPAL AMOUNT <C>	(B) SHARED (A) SOLE (C) OTH <C>	MANAGERS INSTR V <C>	(A) SOLE <C>
KELLWOOD CO 12700	COM	488044108	2,897,027 7,227,511	131,313 327,600	X X	28-423 28-1115	131313 314900
KEMPER HIGH INCOME TR	SH BEN INT	48841G106	86,870 81,397	10,000 9,370	X X	PNC-FLA	10000 9370
KEMPER MUN INCOME TR	COM SH BEN INT	48842C104	1,166,417 6,406	91,041 500	X X	28-423	91041 500
KERR MCGEE CORP 44217	COM	492386107	2,467,430 110,806	75,199 3,377	X X	28-423	30982 3377
KEYCORP NEW 780 2800 1000 2200	COM	493267108	1,897,652 948,281 83,964 15,156	62,604 31,284 2,770 500	X X X X	28-423 28-423	59024 28084 2770 500
KEYSTONE FINANCIAL INC 3150 38 86046	COM	493482103	677,669 2,877,861 361,071 40,764	21,013 89,236 11,196 1,264	X X X X	28-423 28-423	17825 3190 11196 1264
KIMBALL INTL INC	CL B	494274103	639,387	42,984	X	28-423	42984
KIMBERLY CLARK CORP 1800 29150 71420 31948 30800 370 500	COM	494368103	44,010,912 29,028,586 8,350,625 30,846,501 1,170,286 329,327 424,242 235,467 153,398 57,524	918,099 605,557 174,200 643,480 24,413 6,870 8,850 4,912 3,200 1,200	X X X X X X X X X X X X	28-423 28-423	887149 502189 174200 612680 24043 6370 8850 4912 3200 1200
KIMCO REALTY CORP 200 400	COM	49446R109	527,313 396,406	14,300 10,750	X X	28-423 28-423	14100 10350
KINDER MORGAN ENERGY PARTNERS	UT LTD PARTNER	494550106	280,047 81,819	8,088 2,363	X X	28-423	8088 2363
KNIGHT RIDDER INC 2200 600 7333 1000	COM	499040103	740,000 907,250	14,800 18,145	X X	28-423 28-423	12000 9812
0 0 0 0	COLUMN TOTAL		139,125,372				

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FORM 13F NAME OF REPORTING MANAGER-PNC BANK CORP.

ITEM 8: AUTHORITY (SHARES) NAME OF ISSUER (B) SHARED (C) NONE <S>	ITEM 3: ITEM 2: TITLE OF CLASS <C>	ITEM 4: CUSIP NUMBER <C>	ITEM 5: FAIR MARKET VALUE <C>	ITEM 6: PRINCIPAL AMOUNT <C>	ITEM 7: (B) SHARED (A) SOLE (C) OTH <C>	INVESTMENT MANAGERS INSTR V <C>	VOTING (A) SOLE <C>
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LEHMAN BROS HLDGS INC 500	COM	524908100	610,048	10,210	X	28-423	9710
2003			334,242	5,594	X	X 28-423	2864
727			7,170	120	X	X	120
LENNAR CORP 13091	COM	526057104	2,917,700 8,102,972	130,400 362,144	X X	28-423 28-1115	130400 349053
LEXFORD RESIDENTIAL TR	SH BEN INT	528933104	558,921	33,000	X	28-423	33000
LEXMARK INTL GROUP INC 100	CL A	529771107	5,571,375 33,563	49,800 300	X X	28-BFMG	49800 200
LIBBEY INC 6300	COM	529898108	3,846,728 4,600,400	124,088 148,400	X X	28-423 28-1115	124088 142100
LIBERTY PPTY TR 50400	SH BEN INT	531172104	1,058,250	51,000	X	X 28-423	600
300			6,225	300	X		
LILLY ELI & CO 11270 159756	COM	532457108	69,852,465	823,004	X	28-423	651978
163187 19620			44,491,220	524,197	X	X 28-423	341390
			20,582,188	242,500	X	28-BFMG	242500
			10,159,538	119,700	X	28-AMG	119700
			22,483,388	264,900	X	28-1115	264900
			2,328,291	27,432	X	28-1332	26625
807			1,184,006	13,950	X	X 28-1332	12000
1950			1,027,836	12,110	X	PNC-FLA	12110
			200,305	2,360	X	X PNC-FLA	2360
			1,317,260	15,520	X	PNC-MASS	15120
400							
LILLY INDS INC	CL A	532491107	165,974	10,708	X	X 28-423	10708
LIMITED INC 600	COM	532716107	437,896	11,051	X	28-423	10451
			107,859	2,722	X	X	1750
272	700						
0		COLUMN TOTAL	202,931,043				
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FORM 13F

NAME OF REPORTING MANAGER-PNC BANK CORP.

ITEM 8:	ITEM 1:	ITEM 2:	ITEM 3:	ITEM 4:	ITEM 5:	ITEM 6: INVESTMENT	ITEM 7:	VOTING
AUTHORITY	(SHARES)	TITLE OF CLASS	CUSIP	FAIR MARKET	SHARES OR	DISCRETION	MANAGERS	
(B) SHARED (C) NONE		NUMBER	VALUE	PRINCIPAL	(A) SOLE (C) OTH	INSTR V	(A) SOLE	
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
LINCOLN NATL CORP IND	COM	534187109	561,610	5,680	X	28-423	5680	
2000	200		561,610	5,680	X	X 28-423	3480	
14900			1,483,125	15,000	X	28-1115	100	
LINEAR TECHNOLOGY CORP	COM	535678106	761,575	14,860	X	28-423	14860	
			779,000	15,200	X	X 28-423	15200	
			6,114,125	119,300	X	28-BFMG	119300	
LINENS N THINGS INC	COM	535679104	52,376,363	1,154,300	X	28-BFMG	1154300	
LOCKHEED MARTIN CORP 8500	COM	539830109	4,463,938	118,250	X	28-423	109750	
			9,528,100	252,400	X	X 28-423	246002	

5942	456			9,701,750	257,000	X	28-1115	257000
LOEWS CORP 2832		COM	540424108	528,345	7,080	X	28-423	4248
200				33,581	450	X	X	250
LONE STAR INDS INC		COM NEW	542290408	334,800	10,800	X	28-423	10800
4500				6,748,700	217,700	X	28-1115	213200
LONE STAR STEAKHOUSE SALOON		COM	542307103	851,908	83,113	X	28-423	83113
LOUISIANA PAC CORP 206		COM	546347105	434,056	23,305	X	X 28-423	23099
				102,810	5,520	X		5520
LOWES COS INC 1600 176145		COM	548661107	60,952,964	1,007,487	X	28-423	829742
76095 7746				10,448,532	172,703	X	X 28-423	88862
				9,673,950	159,900	X	28-BFMG	159900
				11,676,500	193,000	X	28-AMG	193000
3317				1,117,254	18,467	X	28-1332	15150
1400				232,925	3,850	X	X 28-1332	2450
				435,600	7,200	X	PNC-FLA	7200
				1,415,095	23,390	X	PNC-MASS	23390
				9,983	165	X	X	165
LUBRIZOL CORP 200 2000		COM	549271104	1,666,350	74,060	X	28-423	71860
16230 1800				1,118,295	49,702	X	X 28-423	31672
				64,125	2,850	X		2850
				9,000	400	X	X	400
0		COLUMN TOTAL		194,185,969				
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FORM 13F

NAME OF REPORTING MANAGER-PNC BANK CORP.

ITEM 8:		ITEM 3:		ITEM 4:		ITEM 5:		ITEM 6:		ITEM 7:		ITEM 8:	
AUTHORITY		CUSIP		FAIR MARKET		SHARES OR		DISCRETION		MANAGERS		VOTING	
ITEM 1:		ITEM 2:		VALUE		PRINCIPAL		(B) SHARED				(A) SOLE	
(SHARES)		TITLE OF CLASS		NUMBER		AMOUNT		(A) SOLE (C) OTH		INSTR V		(A) SOLE	
(B) SHARED (C) NONE													
<S>		<C>		<C>		<C>		<C>		<C>		<C>	
<C>		<C>		<C>		<C>		<C>		<C>		<C>	
LUCENT TECHNOLOGIES INC 19930 155253	COM	549463107	164,195,532	1,520,329	X	28-423	1345146						
443396 86053			99,817,164	924,233	X	X 28-423	394784						
			41,817,600	387,200	X	28-BFMG	387200						
			8,132,400	75,300	X	28-AMG	75300						
			27,290,952	252,694	X	28-1115	252694						
			24,109,704	223,238	X	28-1332	220213						
150 2875			3,111,588	28,811	X	X 28-1332	25373						
3270 168			3,250,152	30,094	X	PNC-FLA	30094						
			1,152,576	10,672	X	X PNC-FLA	10672						
			5,370,948	49,731	X	PNC-MASS	44986						
4745			214,704	1,988	X	X PNC-MASS	1988						
LYCOS INC	COM	550818108	456,129	5,300	X	28-BFMG	5300						
			135,289	1,572	X		1572						
M & T BK CORP	COM	55261F104	662,457	1,383	X	28-423	1383						
			90,052	188	X	X	188						
MBIA INC	COM	55262C100	630,576	10,872	X	28-423	10872						
			544,794	9,393	X	X 28-423	7300						

2093				24,845,460	428,370	X	28-1115	411370
17000				8,700	150	X		150
MBNA CORP 6973 51860	COM	55262L100		16,422,753	687,864	X	28-423	629031
167354 13650				6,008,001	251,644	X X	28-423	70640
				7,287,844	305,250	X	28-BFMG	305250
				13,976,282	585,394	X	28-1332	585394
				418,529	17,530	X	PNC-FLA	17530
				39,274	1,645	X		1465
180				120,855	5,062	X X		5062
MCI WORLDCOM INC 5824 137218	COM	55268B106		63,367,528	715,516	X	28-423	572474
87559 14328				21,679,446	244,794	X X	28-423	142907
				28,667,519	323,700	X	28-BFMG	323700
				5,136,596	58,000	X	28-AMG	58000
				32,263,137	364,300	X	28-1115	364300
				1,093,741	12,350	X	28-1332	11850
200 300				225,833	2,550	X X	28-1332	1200
1350				2,284,368	25,794	X	PNC-FLA	25794
				1,030,862	11,640	X	PNC-MASS	11465
175				40,739	460	X X		460
0	COLUMN TOTAL			605,900,084				

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FILE NO. 28-1235

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FORM 13F

NAME OF REPORTING MANAGER-PNC BANK CORP.

AS OF 03/31/99

ITEM 8:		ITEM 3:		ITEM 4:		ITEM 5:		ITEM 6: INVESTMENT		ITEM 7:		VOTING	
AUTHORITY		CUSIP		FAIR MARKET		SHARES OR		DISCRETION		MANAGERS			
ITEM 1: (SHARES) NAME OF ISSUER (B) SHARED (C) NONE		ITEM 2: TITLE OF CLASS		NUMBER		VALUE		PRINCIPAL		(B) SHARED		(A) SOLE (C) OTH INSTR V (A) SOLE	
<S>		<C>		<C>		<C>		<C>		<C>		<C>	
<C>		<C>		<C>		<C>		<C>		<C>		<C>	
MDU RES GROUP INC	COM	552690109	350,079	15,304	X	28-423	15304						
			133,521	5,837	X X		5837						
MGIC INVT CORP WIS 7600	COM	552848103	266,471	7,600	X X	28-423							
			104,134	2,970	X		2970						
MACROCHEM CORP DEL	COM	555903103	93,750	10,000	X	PNC-FLA	10000						
			103,125	11,000	X X	PNC-FLA	11000						
MACROMEDIA INC	COM	556100105	40,060,339	884,100	X	28-BFMG	884100						
			4,531	100	X X								
MAGNA INTL INC 42600	CL A	559222401	203,137	3,500	X X	28-423	3500						
			2,489,873	42,900	X	28-1115	300						
			55,137	950	X		950						
MAIL-WELL INC 27500	COM	560321200	695,500	52,000	X	28-423	52000						
			9,272,888	693,300	X	28-1115	665800						
MARINER POST-ACUTE NETWORK INC	COM	568459101	211,647	96,775	X	28-423	96775						
MARK IV INDS INC	COM	570387100	1,111,162	85,474	X	28-423	85474						
MARKETWATCH COM INC	COM	570619106	15,085,275	204,200	X	28-BFMG	204200						
			7,388	100	X		100						
MARSH & MCLENNAN COS INC 450	COM	571748102	7,228,980	97,360	X	28-423	96910						

6100			3,878,672	52,238	X	X	28-423	46138
			1,450,103	19,530	X		28-1332	19530
			1,269,898	17,103	X	X	28-1332	17103
			228,690	3,080	X			3080
			29,700	400	X	X		400
MARSH SUPERMARKETS INC	SUB DB CONV 7%	571783AB5	487,500	5,000	X		28-423	5000
MARRIOTT INTL INC NEW 2400 8310	CL A	571903202	7,251,769	215,666	X		28-423	204956
42701 9800			3,191,517	94,915	X	X	28-423	42414
5500			978,319	29,095	X		PNC-MASS	23595
			127,775	3,800	X			3800
			23,538	700	X	X		700
MARSHALL INDS	COM	572393106	1,117,260	82,760	X		28-423	82760
5800			2,061,450	152,700	X		28-1115	146900
0	COLUMN TOTAL		99,573,128					

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FORM 13F NAME OF REPORTING MANAGER-PNC BANK CORP.

ITEM 8:	ITEM 1:	ITEM 2:	ITEM 3:	ITEM 4:	ITEM 5:	ITEM 6:	ITEM 7:	ITEM 8:
AUTHORITY	(SHARES)	TITLE OF CLASS	CUSIP	FAIR MARKET VALUE	SHARES OR PRINCIPAL AMOUNT	INVESTMENT (B) SHARED (A) SOLE (C) OTH	DISCRETION INSTR V	VOTING (A) SOLE
(B) SHARED (C) NONE	<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
MARTIN MARIETTA MATLS INC 339	COM	573284106	592,246	10,379	X	X	28-423	10040
			29,045	509	X			509
MASCO CORP 39400 8000	COM	574599106	1,159,889	41,058	X		28-423	41058
			1,485,950	52,600	X	X	28-423	5200
MATTEL INC 7200	COM	577081102	762,898	30,593	X		28-423	23393
9761 500			420,338	16,856	X	X	28-423	6595
MAXXIM MED INC 11300	COM	57777G105	705,925	37,400	X		28-423	37400
			5,581,338	295,700	X		28-1115	284400
MAY DEPT STORES CO 16203 24764	COM	577778103	11,126,172	284,375	X		28-423	243408
79438 17295			9,759,927	249,455	X	X	28-423	152722
			393,206	10,050	X		PNC-FLA	10050
			146,601	3,747	X			3747
MAYTAG CORP 6800 110	COM	578592107	1,171,879	19,410	X	X	28-423	12500
200			185,895	3,079	X			2879
			24,150	400	X	X		400
MCCORMICK & CO INC 14300	COM NON VTG	579780206	307,400	10,600	X		28-423	10600
			880,150	30,350	X	X	28-423	16050
			211,700	7,300	X		28-1332	7300
MCDONALDS CORP 18520 241534	COM	580135101	102,436,204	2,260,686	X		28-423	2000632
241094 43192			37,970,550	837,980	X	X	28-423	553694
			14,889,523	328,600	X		28-BFMG	328600
			8,745,216	193,000	X		28-AMG	193000
			19,601,971	432,600	X		28-1115	432600

5072				3,773,765	83,284	X	28-1332	78212
2600				562,684	12,418	X	X 28-1332	9818
				1,622,985	35,818	X	PNC-FLA	35818
				385,605	8,510	X	X PNC-FLA	8510
450				1,929,883	42,591	X	PNC-MASS	42141
	MCGRAW HILL COS INC	COM	580645109	27,155,606	498,268	X	28-423	439234
5040	53994			14,327,505	262,890	X	X 28-423	78118
160812	23960			865,678	15,884	X	28-1332	15484
400				305,200	5,600	X	X 28-1332	5600
				171,675	3,150	X		3150
0		COLUMN TOTAL		269,688,759				

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FILE NO. 28-1235  
PAGE 68 OF 114 FORM 13F NAME OF REPORTING MANAGER-PNC BANK CORP.  
AS OF 03/31/99

ITEM 8:	ITEM 1:	ITEM 2:	ITEM 3:	ITEM 4:	ITEM 5:	ITEM 6:	ITEM 7:	ITEM 8:
AUTHORITY	(SHARES)	TITLE OF CLASS	CUSIP	FAIR MARKET VALUE	SHARES OR PRINCIPAL AMOUNT	INVESTMENT (B) SHARED (A) SOLE (C) OTH	DISCRETION INSTR V	VOTING (A) SOLE
(B) SHARED (C) NONE	<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
MCKESSON HBOC INC 1184		COM	58155Q103	4,991,844	75,634	X	28-423	74450
18617	1940			2,236,278	33,883	X	X 28-423	13326
				3,087,942	46,787	X	28-1332	46787
				387,156	5,866	X	PNC-FLA	5866
				203,016	3,076	X	X	2188
888								
MEAD CORP 6400		COM	582834107	228,780	7,440	X	X 28-423	1040
				109,839	3,572	X		3572
MEDIAONE GROUP INC 14200	4979	COM	58440J104	11,015,962	173,652	X	28-423	154473
98705	3524			10,101,581	159,238	X	X 28-423	57009
40				260,472	4,106	X	28-1332	4066
				201,095	3,170	X	PNC-FLA	3170
				253,748	4,000	X	X PNC-FLA	4000
				8,374	132	X		132
				69,717	1,099	X	X	776
323								
MEDIAONE GROUP INC 3133		PFD CV SER D	58440J203	402,785	3,133	X	X 28-423	
MEDIMMUNE INC		COM	584699102	8,120,456	137,200	X	28-BFMG	137200
MEDQUIST INC		COM	584949101	32,481,000	1,082,700	X	28-BFMG	1082700
				132,000	4,400	X		4400
				90,000	3,000	X	X	3000
MEDITRUST CORP		PAIRED CTF NEW	58501T306	369,379	29,700	X	28-423	29700
				11,007	885	X		885
505				75,294	6,054	X	X	5549
MEDPARTNERS INC NEW 453		COM	58503X107	136,710	28,781	X	28-423	28328
				1,150	242	X		242
1645	529			13,699	2,884	X	X	710
MEDTRONIC INC		COM	585055106	58,041,434	807,533	X	28-423	676224



4249	127060			24,711,919	343,818	X	X	28-423	255310
77587	10921			10,766,875	149,800	X		28-BFMG	149800
				8,050,000	112,000	X		28-AMG	112000
				8,524,375	118,600	X		28-1115	118600
				17,588,316	244,707	X		28-1332	242653
2054									
1000				215,625	3,000	X	X	28-1332	2000
				1,874,141	26,075	X		PNC-FLA	26075
				1,998,053	27,799	X		PNC-MASS	26929
870									
				83,375	1,160	X	X		1160
0		COLUMN TOTAL		206,843,397					

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FORM 13F

NAME OF REPORTING MANAGER-PNC BANK CORP.

AS

OF 03/31/99

ITEM 8:		ITEM 3:		ITEM 4:		ITEM 5:		ITEM 6:		ITEM 7:		VOTING	
AUTHORITY		CUSIP		FAIR MARKET		SHARES OR		DISCRETION		MANAGERS			
ITEM 1:		ITEM 2:		TITLE OF CLASS		PRINCIPAL		(B) SHARED		INSTR V		(A) SOLE	
(SHARES)		NUMBER		VALUE		AMOUNT		(A) SOLE (C) OTH		INSTR V		(A) SOLE	
(B) SHARED (C) NONE													
<S>		<C>		<C>		<C>		<C>		<C>		<C>	
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MELLON BK CORP		SBCPCVNT 7.25%	585509AF9	36,000,000		100,000		X	X	28-423			
100000													
MELLON BK CORP		COM	585509102	19,903,950		282,827		X		28-423			263015
3400	16412												
				10,407,055		147,880		X	X	28-423			103396
35384	9100												
				419,717		5,964		X		PNC-FLA			5964
				316,688		4,500		X	X	PNC-FLA			4500
				42,225		600		X					600
MENTOR CORP MINN		COM	587188103	417,111		28,400		X		28-423			28400
16400				4,943,644		336,600		X		28-1115			320200
MERCANTILE BANKSHARES CORP		COM	587405101	749,250		20,250		X	X	28-423			18000
2250													
				413,364		11,172		X	X	28-1332			
11172													
				197,321		5,333		X					5333
MERCK & CO INC		COM	589331107	378,745,747		4,726,936		X		28-423			4378570
42124	306242												
				622,571,891		7,770,008		X	X	28-423			2944261
4288979	536768												
				47,962,825		598,600		X		28-BFMG			598600
				12,371,300		154,400		X		28-AMG			154400
				57,790,958		721,260		X		28-1115			713760
7500													
				32,096,873		400,585		X		28-1332			399329
200	1056												
				9,133,449		113,990		X	X	28-1332			109784
1500	2706												
				5,264,373		65,702		X		PNC-FLA			65702
				4,070,430		50,801		X	X	PNC-FLA			50801
				4,257,843		53,140		X		PNC-MASS			49740
3400													
				80,125		1,000		X	X				1000
MERCURY INTERACTIVE CORP		COM	589405109	35,193,938		987,900		X		28-BFMG			987900
MERISTAR HOSPITALITY CORP		COM	58984Y103	411,026		22,600		X		28-BFMG			22600
MERITOR AUTOMOTIVE INC		COM	59000G100	240,002		15,484		X		28-423			15000
484													
				227,075		14,650		X	X	28-423			9427
3732	1491												
				605		39		X					39
				3,798		245		X	X				245

MERKERT AMERN CORP	COM	590080107	1,916,175	176,200	X	28-BFMG	176200
MERRILL LYNCH & CO INC 700 28400	COM	590188108	9,575,258	108,195	X	28-423	79095
9465 33800			6,614,225	74,737	X	X 28-423	31472
			97,350	1,100	X		1100
			35,400	400	X	X	
400							
0	COLUMN TOTAL		1,302,470,991				
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FORM 13F

NAME OF REPORTING MANAGER-PNC BANK CORP.

AS OF 03/31/99

ITEM 8:		ITEM 3:		ITEM 4:		ITEM 5:		ITEM 6: INVESTMENT		ITEM 7:		VOTING	
AUTHORITY		CUSIP		FAIR MARKET		SHARES OR		DISCRETION		MANAGERS			
ITEM 1: (SHARES)		ITEM 2: TITLE OF CLASS		NUMBER		VALUE		AMOUNT		(A) SOLE (C) OTH INSTR V		(A) SOLE	
(B) SHARED (C) NONE													
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<C>		<C>		<C>		<C>		<C>		<C>		<C>	
METRIS COS INC	COM	591598107	1,465,572	36,299	X	28-423	36299						
			4,606,061	114,082	X	28-1115	109590						
4492													
METROMEDIA FIBER NETWORK INC	CL A	591689104	71,433,204	1,378,700	X	28-BFMG	1378700						
			124,349	2,400	X		2400						
MEYER FRED INC DEL NEW	COM	592907109	1,672,050	28,400	X	28-1115	200						
28200			200,175	3,400	X	28-1332	3400						
			25,022	425	X		425						
MICROSOFT CORP	COM	594918104	289,160,723	3,226,340	X	28-423	2717822						
47708 460810													
489088 90520			152,204,760	1,698,240	X	X 28-423	1118632						
			84,408,825	941,800	X	28-BFMG	941800						
			26,295,975	293,400	X	28-AMG	293400						
			92,277,900	1,029,600	X	28-1115	1029600						
			11,215,135	125,134	X	28-1332	121656						
1000 2478			3,117,158	34,780	X	X 28-1332	19980						
14600 200			7,309,994	81,562	X	PNC-FLA	81562						
			1,347,960	15,040	X	X PNC-FLA	15040						
			9,239,621	103,092	X	PNC-MASS	96672						
6420			14,340	160	X	X	160						
MICRON TECHNOLOGY INC	COM	595112103	1,349,236	28,000	X	28-1115	200						
27800			240,935	5,000	X		5000						
			53,006	1,100	X	X	600						
500													
MIDCAP SPDR TR	UNIT SER 1	595635103	11,267,063	163,440	X	28-423	155040						
8400			7,626,569	110,631	X	X 28-423	110631						
MID AMER BANCORP	COM	595915109	237,307	9,686	X	28-423	9686						
MIDDLESEX WATER CO	COM	596680108	231,855	9,512	X	28-423	2000						
7512			24,375	1,000	X	X							
1000													
MIDWEST EXPRESS HLDGS INC	COM	597911106	2,844,088	96,820	X	28-423	96820						
8150			6,632,434	225,785	X	28-1115	217635						
MILACRON INC	COM	598709103	23,329,089	1,481,212	X	X 28-423	1481212						
			92,138	5,850	X		5850						



FORM 13F NAME OF REPORTING MANAGER-PNC BANK CORP.

ITEM 8:		ITEM 3:		ITEM 4:		ITEM 5:	ITEM 6: INVESTMENT		ITEM 7:	VOTING
AUTHORITY		CUSIP		FAIR MARKET		SHARES OR	DISCRETION		MANAGERS	
ITEM 1: (SHARES) NAME OF ISSUER (B) SHARED (C) NONE	ITEM 2: TITLE OF CLASS	NUMBER	VALUE	AMOUNT	(A) SOLE (C) OTH	(B) SHARED	INSTR	V	(A) SOLE	
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
MOLEX INC 28533	CL A	608554200	834,753	32,261	X	X	28-423		3728	
			189,741	7,333	X				7333	
MONSANTO CO 12255 107634	COM	611662107	38,740,510	843,340	X		28-423		723451	
263029 51440			34,225,775	745,059	X	X	28-423		430590	
			6,715,989	146,200	X		28-BFMG		146200	
			408,839	8,900	X	X	PNC-FLA		8900	
			364,969	7,945	X				7945	
			105,655	2,300	X	X			1500	
800										
MONTANA POWER CO 4262 3102	COM	612085100	681,111	9,259	X	X	28-423		1895	
			6,995,746	95,100	X		28-BFMG		95100	
			102,987	1,400	X				1400	
MONY GROUP INC 11239 379	COM	615337102	441,208	17,737	X		28-423		6119	
MORGAN J P & CO INC 9325 7635	COM	616880100	34,515,267	279,759	X		28-423		262799	
129583 7674			28,092,117	227,697	X	X	28-423		90440	
			2,181,023	17,678	X		28-1332		17678	
			972,442	7,882	X	X	28-1332		7732	
150										
			296,100	2,400	X	X	PNC-FLA		2400	
			89,447	725	X				725	
MORGAN STANLEY HIGH YIELD FD 18060	COM	61744M104	341,145	21,660	X	X	28-423		3600	
MORGAN STANLEY DEAN WITTER&CO 1656 122282	COM NEW	617446448	73,796,779	738,433	X		28-423		614495	
180357 19541			28,986,327	290,046	X	X	28-423		90148	
			13,501,489	135,100	X		28-AMG		135100	
22524			80,738,303	807,892	X		28-1115		785368	
			1,924,787	19,260	X		28-1332		18064	
1196										
			246,045	2,462	X	X	28-1332		2306	
156										
			919,420	9,200	X		PNC-FLA		9200	
			740,533	7,410	X		PNC-MASS		7210	
200										
			146,907	1,470	X	X			1470	
MORGAN STANLEY DEAN WITTER 2100	MUN PREM INCOM	61745P429	97,428	10,605	X				10605	
			38,585	4,200	X	X			2100	
MORTON INTL INC IND NEW 4837	COM	619335102	1,649,156	44,875	X		28-423		44875	
			477,272	12,987	X	X	28-423		8150	
			11,025	300	X				300	
			19,808	539	X	X			539	
0	COLUMN TOTAL		359,588,688							





AUTHORITY

ITEM 1: (SHARES) NAME OF ISSUER (B) SHARED (C) NONE	ITEM 2: TITLE OF CLASS	CUSIP NUMBER	FAIR MARKET VALUE	PRINCIPAL AMOUNT	(B) SHARED (A) SOLE (C) OTH	MANAGERS INSTR V	(A) SOLE
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
NATIONS GOVT INCOME 2004	COM	638584102	262,289	28,550	X	28-423	28550
NAVISTAR INTL CORP NEW 82500	COM	63934E108	3,339,540	83,100	X	28-1115	600
			25,438	633	X		633
			96,449	2,400	X X		2400
NETWORK APPLIANCE INC	COM	64120L104	8,864,438	175,100	X	28-BFMG	175100
			141,750	2,800	X		2800
NETWORK SOLUTIONS INC DEL	CL A	64121Q102	5,414,400	51,200	X	28-BFMG	51200
NEW CENTURY ENERGIES INC	COM	64352U103	298,213	8,755	X	28-423	8755
5494 2222			684,748	20,103	X X	28-423	12387
66800			2,288,966	67,200	X	28-1115	400
			17,031	500	X		500
			122,896	3,608	X X		3608
NEW ENGLAND ELEC SYS 3556	COM	644001109	417,391	8,606	X X	28-423	5050
			294,250	6,067	X		6067
			38,800	800	X X		800
NEW ERA OF NETWORKS INC	COM	644312100	34,789,625	513,500	X	28-BFMG	513500
			40,650	600	X		600
NEW JERSEY RES 1656	COM	646025106	224,254	6,306	X X	28-423	4650
600			105,761	2,974	X		2374
NEW PLAN EXCEL RLTY TR INC 1300	COM	648053106	330,016	17,200	X	28-423	15900
25600			781,870	40,750	X X	28-423	15150
			13,815	720	X		720
NEW YORK TIMES CO 260	CL A	650111107	503,310	17,660	X	28-423	17400
109800			3,152,100	110,600	X	28-1115	800
			19,950	700	X		700
NEWHALL LAND & FARMING CO CAL	DEPOSITARY REC	651426108	740,125	31,000	X X	28-423	31000
NEWMONT MINING CORP 1903 386	COM	651639106	668,115	38,178	X X	28-423	35889
98 282			121,258	6,929	X		6549
			35,875	2,050	X X		2050
NEWPORT NEWS SHIPBUILDING INC 7010	COM	652228107	343,550	10,842	X X	28-423	3832
78			23,670	747	X		669
0	COLUMN TOTAL		64,200,543				
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FORM 13F

NAME OF REPORTING MANAGER-PNC BANK CORP.

ITEM 8:

ITEM 5: ITEM 6:  
INVESTMENT

AUTHORITY

ITEM 1: (SHARES) NAME OF ISSUER (B) SHARED (C) NONE	ITEM 2: TITLE OF CLASS	CUSIP NUMBER	FAIR MARKET VALUE	PRINCIPAL AMOUNT	(B) SHARED (A) SOLE (C) OTH	MANAGERS INSTR V	(A) SOLE
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>

<S>

<C>

<C>

<C>

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<C>

<C>

<C>	<C>								
NEWS CORP LTD 100		ADR NEW	652487703	389,400	13,200	X	28-423	13100	
				96,170	3,260	X	X	3260	
NEXTLINK COMMUNICATIONS INC		CL A	65333H707	1,680,000	30,000	X	28-BFMG	30000	
				8,400	150	X		150	
NIELSEN MEDIA RESH INC 149	83	COM NEW	653929307	401,016	16,244	X	28-423	16012	
4388	477			201,890	8,178	X	X 28-423	3313	
				7,462,880	302,300	X	28-BFMG	302300	
				36,537	1,480	X		1480	
				34,241	1,387	X	X	1387	
NIKE INC		CL B	654106103	756,853	13,120	X	28-423	13120	
				230,748	4,000	X	X 28-423	4000	
NINE WEST GROUP INC 2000		COM	65440D102	251,807	10,200	X		8200	
NOKIA CORP 1500	6535	SPONSORED ADR	654902204	10,455,342	67,129	X	28-423	59094	
11400	5466			4,168,805	26,766	X	X 28-423	9900	
				10,777,900	69,200	X	28-BFMG	69200	
				950,075	6,100	X	X 28-1332	2200	
3900				467,250	3,000	X	PNC-FLA	3000	
				10,903	70	X		70	
NORAM ENERGY CORP 22500		SUB DEB CV 6%	655419AC3	2,148,750	22,500	X	X 28-423		
NORDSON CORP		COM	655663102	6,675,394	119,738	X	28-423	119738	
NORDSTROM INC 2000		COM	655664100	228,900	5,600	X		5600	
				204,375	5,000	X	X	3000	
NORFOLK SOUTHERN CORP 38330	55416	COM	655844108	23,254,574	881,690	X	28-423	787944	
313340	66074			23,693,586	898,335	X	X 28-423	518921	
1040				831,208	31,515	X	28-1332	30475	
6300				213,031	8,077	X	X 28-1332	1777	
				243,969	9,250	X	PNC-FLA	9250	
300				193,856	7,350	X		7050	
NORRELL CORP GA 14000		COM	656301108	1,782,963	136,500	X	28-423	136500	
				4,877,351	373,400	X	28-1115	359400	
NORSK HYDRO A S 1145		SPONSORED ADR	656531605	426,279	10,558	X	28-423	9413	
0	COLUMN TOTAL			103,154,453					
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FORM 13F

NAME OF REPORTING MANAGER-PNC BANK CORP.

ITEM 8:

AUTHORITY

ITEM 1:

(SHARES)

NAME OF ISSUER

(B) SHARED (C) NONE

<S>

<C>

NORTHEAST PA FINL CORP

42500

ITEM 2:

TITLE OF CLASS

NUMBER

<C>

COM

ITEM 3:

CUSIP

NUMBER

<C>

663905107

ITEM 4:

FAIR MARKET

VALUE

<C>

464,823

ITEM 5:

SHARES OR

PRINCIPAL

AMOUNT

<C>

42,500

ITEM 6:

INVESTMENT

DISCRETION

(B) SHARED

(A) SOLE (C) OTH

<C>

X X 28-423

ITEM 7:

MANAGERS

(A) SOLE

<C>

160

VOTING

(A) SOLE

(A) SOLE

<C>

160



NORTHERN BORDER PARTNERS L P	UNIT LTD PARTN	664785102	247,552 36,674	8,100 1,200	X X	X 28-423	8100 1200
NORTHN STS PWR CO MINN 2208 2360	COM	665772109	1,429,757	61,662	X	28-423	57094
38804 5400			1,424,702	61,444	X	X 28-423	17240
			37,099	1,600	X		1600
			9,275	400	X	X	400
NORTHERN TELECOM LTD 180	COM	665815106	390,145	6,280	X	28-423	6100
13400			2,211,650	35,600	X	X 28-423	22200
			11,344,025	182,600	X	28-1332	182600
			262,913	4,232	X	PNC-FLA	4232
			67,219	1,082	X		1082
NORTHERN TR CORP 500	COM	665859104	3,203,893	36,075	X	28-423	35575
500			2,246,944	25,300	X	X 28-423	24800
			150,980	1,700	X		1700
NORTHROP GRUMMAN CORP 8500	COM	666807102	13,517,380	225,760	X	28-1115	217260
1800			128,133	2,140	X		340
NORTHWESTERN CORP	COM	668074107	829,984	32,000	X	X 28-423	32000
			31,306	1,207	X		1207
NOVACARE CORP	COM	669930109	21,875	12,500	X	28-423	12500
400			700	400	X	X	
NOVELL INC	COM	670006105	7,465,427	296,400	X	28-BFMG	296400
			86,895	3,450	X		3450
			91,933	3,650	X	X	3650
NOVELLUS SYS INC 1400	COM	670008101	237,038	4,300	X	28-1115	2900
			60,638	1,100	X		1100
NOVO-NORDISK A S	ADR	670100205	361,662	6,636	X	28-423	6636
4300			234,350	4,300	X	X 28-423	
0	COLUMN TOTAL		46,596,722				
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0							

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AS OF 03/31/99

FORM 13F

NAME OF REPORTING MANAGER-PNC BANK CORP.

ITEM 8:	ITEM 1:	ITEM 2:	ITEM 3:	ITEM 4:	ITEM 5:	ITEM 6:	ITEM 7:	ITEM 8:
AUTHORITY	(SHARES)	TITLE OF CLASS	CUSIP	FAIR MARKET VALUE	SHARES OR PRINCIPAL AMOUNT	INVESTMENT (B) SHARED (A) SOLE (C) OTH	MANAGERS INSTR V	VOTING (A) SOLE
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
NUCOR CORP 1600	COM	670346105	388,230	8,811	X	28-423	7211	
57200			2,537,971	57,600	X	28-1115	400	
			22,031	500	X		500	
			17,625	400	X	X	400	
NUVEEN PA PREM INCOME MUN FD 2 450	COM	67061F101	287,769	20,284	X	28-423	20284	
			202,278	14,258	X	X 28-423	13808	
			517,826	36,500	X	28-1332	36500	
NUVEEN PERFORMANCE PLUS MUN FD COM	67062P108	162,698	10,713	X			10713	
NUVEEN PREM INCOME MUN FD COM	67062T100	225,240	15,016	X		28-423	15016	
		15,420	1,028	X			1028	

NUVEEN PREM INCOME MUN FD 2	COM	67063W102	181,389 21,728	11,120 1,332	X X X		11120 1332
NVIDIA CORP	COM	67066G104	215,475	10,200	X	28-BFMG	10200
OGE ENERGY CORP 1000 668	COM	670837103	238,435 36,099 11,687	10,568 1,600 518	X X X X	28-423	8900 1600 518
NUVEEN MUN VALUE FD INC 2600 10487	COM	670928100	118,816 290,473 80,234	12,032 29,415 8,125	X X X X	28-423 28-423	9432 18928 8125
NUVEEN NJ INVT QUALITY MUN FD 6400	COM	670971100	389,367 66,982	22,572 3,883	X X X	28-423	16172 3883
NUVEEN PA INVT QUALITY MUN FD 6238 361	COM	670972108	343,827 726,760	19,932 42,131	X X X	28-423 28-423	19932 35532
NUVEEN INSD MUN OPPORTUNITY FD 9300	COM	670984103	202,125 21,995 33,000	12,250 1,333 2,000	X X X X	28-423	2950 1333 2000
OAK INDS INC 8200	COM NEW	671400505	609,600 6,750,050	19,200 212,600	X X	28-423 28-1115	19200 204400
OAKWOOD HOMES CORP 0 0 0 0 COLUMN TOTAL	COM	674098108	1,658,160 16,373,290	118,440	X	28-423	118440

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FORM 13F

NAME OF REPORTING MANAGER-PNC BANK CORP.

ITEM 8:	ITEM 1:	ITEM 2:	ITEM 3:	ITEM 4:	ITEM 5:	ITEM 6:	ITEM 7:	ITEM 8:
AUTHORITY	(SHARES)	TITLE OF CLASS	CUSIP	FAIR MARKET VALUE	SHARES OR PRINCIPAL AMOUNT	INVESTMENT (B) SHARED (A) SOLE (C) OTH	MANAGERS INSTR V	VOTING (A) SOLE
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
OCCIDENTAL PETE CORP DEL 5272 1364	COM	674599105	180,684 58,266	10,038 3,237	X X	X X	28-423	3402 3237
OFFICE DEPOT INC	COM	676220106	363,700 385,601 4,586,033 59,899	9,715 10,300 122,500 1,600	X X X X	X X	28-423 28-423 28-BFMG	9715 10300 122500 1600
OGDEN CORP 8500	COM	676346109	221,370 15,087 29,067	9,200 627 1,208	X X X	X X	28-423	700 627 1208
OHIO CAS CORP	COM	677240103	261,300 23,400 141,180	6,700 600 3,620	X X X	X X	28-423	6700 600 3620
OLD REP INTL CORP 29500	COM	680223104	538,375 82,125	29,500 4,500	X X	X X	28-423	4500
OMNICOM GROUP INC 14552 25770 113198	COM	681919106	14,224,389 14,443,737 10,951,369 47,962	177,945 180,689 137,000 600	X X X X	X X	28-423 28-423 28-BFMG	137623 67491 137000 600

OMEGA FINL CORP 4725	COM	682092101	239,633	7,207	X	28-423	2482
ONE VALLEY BANCORP INC	COM	682419106	824,480 122,586	23,641 3,515	X X	28-423	23641 3515
ONEOK INC NEW 5500	COM	682680103	1,672,481 3,365,258	67,575 135,970	X X	28-423 28-1115	67575 130470
			55,539 123,750	2,244 5,000	X X		2244 5000
ORACLE CORP 300 238044	COM	68389X105	27,788,779	1,053,603	X	28-423	815259
81426 9513			7,251,094	274,923	X	X 28-423	183984
			10,984,185	416,462	X	28-BFMG	416462
			9,836,873	372,962	X	28-1115	372962
4398			862,885	32,716	X	28-1332	28318
13530			2,834,864	107,483	X	PNC-MASS	93953
			199,448	7,562	X		7562
937			201,690	7,647	X	X	6710
0	COLUMN TOTAL		112,977,089				

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FORM 13F

NAME OF REPORTING MANAGER-PNC BANK CORP.

ITEM 8:	ITEM 1:	ITEM 2:	ITEM 3:	ITEM 4:	ITEM 5:	ITEM 6:	ITEM 7:	ITEM 8:
AUTHORITY	(SHARES)	TITLE OF CLASS	CUSIP	FAIR MARKET VALUE	SHARES OR PRINCIPAL AMOUNT	DISCRETION (B) SHARED (A) SOLE (C) OTH	INSTR V	VOTING (A) SOLE
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
ORIX ENERGY COMPANY 10000	10000	SUB DB CV 7.5%	68763FAD2	22,359,375 16,893,750	225,000 170,000	X X	28-423 28-423	215000
OSTEOTECH INC		COM	688582105	232,031 14,265,625	6,750 415,000	X X	28-423 28-BFMG	6750 415000
OUTBACK STEAKHOUSE INC		COM	689899102	205,081	6,262	X	28-423	6262
OUTDOOR SYS INC		COM	690057104	5,160,000	172,000	X	28-BFMG	172000
OWENS ILL INC 135100		COM NEW	690768403	3,402,500 18,750	136,100 750	X X	28-1115	1000 750
PECO ENERGY CO 300 5615		COM	693304107	3,974,216 1,875,808	85,929 40,558	X X	28-423 28-423	80014 17541
22094 923				6,692,375 25,152,600	144,700 543,840	X X	28-AMG 28-1115	144700 525640
18200				333,648	7,214	X	28-1332	6914
300				22,616	489	X	X	189
300								
PG&E CORP 704 700		COM	69331C108	694,857 363,488	22,370 11,702	X X	28-423 28-423	20966 6722
4130 850				12,425	400	X		400
PFF BANCORP INC 300		COM	69331W104	1,961,610 7,613	112,092 435	X X	28-423	112092 135

PLC SYS INC	COM	69341D104	105,478	41,170	X	28-423	41170
PMA CAP CORP	CL A	693419202	1,268,600	63,036	X	28-423	63036
PMC-SIERRA INC	COM	69344F106	27,990,728	393,200	X	28-BFMG	393200
PNC BK CORP 32233 90923	COM	693475105	179,062,824	3,222,757	X	28-423	3099601
734104 156733			97,840,404	1,760,923	X	X 28-423	870086
2000			7,715,339	138,860	X	28-1332	136860
3472			3,569,859	64,250	X	X 28-1332	60778
			2,197,533	39,551	X	PNC-FLA	39551
			1,083,903	19,508	X	X PNC-FLA	19508
PNC BK CORP	PF D C CV	\$1.60 693475402	258,076	2,836	X	28-423	2836
0	COLUMN TOTAL		424,721,112				

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FORM 13F NAME OF REPORTING MANAGER-PNC BANK CORP.

ITEM 8:	ITEM 1:	ITEM 2:	ITEM 3:	ITEM 4:	ITEM 5:	ITEM 6:	ITEM 7:	ITEM 8:
AUTHORITY	(SHARES)	TITLE OF CLASS	CUSIP NUMBER	FAIR MARKET VALUE	SHARES OR PRINCIPAL AMOUNT	INVESTMENT (B) SHARED (A) SOLE (C) OTH	MANAGERS INSTR V	VOTING (A) SOLE
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
P P & L RES INC 24544 27661	COM	693499105	7,631,316	308,336	X	28-423	256131	
226592 31218			12,267,065	495,639	X	X 28-423	237829	
			276,012	11,152	X	28-1332	11152	
			737,377	29,793	X	PNC-FLA	29793	
			207,900	8,400	X	X	3100	
5300								
PPG INDS INC 15570 43790	COM	693506107	71,131,003	1,387,922	X	28-423	1328562	
295394 51183			43,378,000	846,400	X	X 28-423	499823	
18100			29,200,200	569,760	X	28-1115	551660	
			869,918	16,974	X	28-1332	16974	
			1,091,266	21,293	X	X 28-1332	20093	
1200			1,155,380	22,544	X	PNC-FLA	22544	
			1,016,083	19,826	X	X PNC-FLA	19826	
PRI AUTOMATION INC	COM	69357H106	7,671,300	365,300	X	28-BFMG	365300	
PXRE CORP	COM	693674103	2,365,920	131,440	X	28-423	131440	
12500			5,475,240	304,180	X	28-1115	291680	
PACIFIC CENTY FINL CORP 10000	COM	694058108	308,574	14,782	X	X 28-423	4782	
			8,350	400	X		400	
PACIFIC SUNWEAR CALIF INC	COM	694873100	30,043,981	864,575	X	28-BFMG	864575	
			20,850	600	X		600	
PACIFICORP	COM	695114108	499,129	28,935	X	28-423	28935	
5442 1032			309,569	17,946	X	X 28-423	11472	
122200			20,700,345	1,200,020	X	28-1115	1077820	
362			6,245	362	X	X		
PAIN WEBBER GROUP INC	COM	695629105	208,347	5,225	X	28-423	5225	
			2,153,250	54,000	X	28-1115	400	

PAIRGAIN TECHNOLOGIES INC	COM	695934109	312,000	32,000	X	28-423	32000
PALOMAR MED TECHNOLOGIES INC	COM	697529105	13,488	24,000	X	28-423	24000
PAMECO CORP	COM	697934107	57,500	10,000	X	28-423	10000
PAPA JOHNS INTL INC	COM	698813102	28,227,204	639,710	X	28-BFMG	639710
			41,698	945	X		945
			4,413	100	X	X	100
0	COLUMN TOTAL		267,388,963				

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FILE NO. 28-1235  
PAGE 82 OF 114 FORM 13F NAME OF REPORTING MANAGER-PNC BANK CORP.  
AS OF 03/31/99

ITEM 8:	ITEM 1:	ITEM 2:	ITEM 3:	ITEM 4:	ITEM 5:	ITEM 6:	ITEM 7:	ITEM 8:
AUTHORITY	NAME OF ISSUER	TITLE OF CLASS	CUSIP	FAIR MARKET VALUE	SHARES OR PRINCIPAL AMOUNT	DISCRETION (B) SHARED (A) SOLE (C) OTH	INSTR V	VOTING (A) SOLE
(SHARES)	(B) SHARED (C) NONE		NUMBER	VALUE	AMOUNT	(A) SOLE (C) OTH	INSTR V	(A) SOLE
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1200	PARAMETRIC TECHNOLOGY CORP	COM	699173100	662,771 83,207	33,558 4,213	X X	28-423	33558 3013
11900	PARK ELECTROCHEMICAL CORP	COM	700416209	2,764,047 7,125,200	117,619 303,200	X X	28-423 28-1115	117619 291300
3400	PARK PL ENTMT CORP	COM	700690100	439,889 1,157 37,810	58,171 153 5,000	X X X	28-423	58171 153 1600
9715	PARKER HANNIFIN CORP	COM	701094104	414,254 124,841	12,095 3,645	X X	X 28-423	2380 2970
675	PATRIOT AMERN HOSPITALITY DEL	PAIRED CTF	703352203	845,851 1,150,096	165,044 224,409	X X	28-423 28-1115	165044 212410
11999				15,144	2,955	X	X	2312
643	PATTERSON DENTAL CO	COM	703412106	651,994 23,778,850	15,075 549,800	X X	X 28-423 28-BFMG	15075 549800
1770	PAYCHEX INC	COM	704326107	1,192,282 13,462,336	25,134 283,794	X	28-423	23364 283294
500				3,942,015 104,029	83,100 2,193	X X	28-BFMG	83100
2193	PAYLESS SHOESOURCE INC	COM	704379106	243,614 135,827	5,239 2,921	X X	X 28-423	5079 2599
112	PEGASUS COMMUNICATIONS CORP	CL A	705904100	1,988,000 16,520	71,000 590	X X	X 28-423	590
192	PENN-AMER GROUP INC	COM	707247102	962,500	87,500	X	28-423	87500
112750	PENN ENGR & MFG CORP	CL A	707389102	3,960,413	211,222	X	X 28-423	98472
	PENN ENGR & MFG CORP	COM NON VTG	707389300	7,242,154	381,166	X	X 28-423	197916

183250

PENN TREATY AMERN CORP	COM	707874103	2,869,508	115,650	X	28-423	115650
			8,096,156	326,300	X	28-1115	311500

14800

0	COLUMN TOTAL		82,310,465				
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FORM 13F

NAME OF REPORTING MANAGER-PNC BANK CORP.

AS OF 03/31/99

ITEM 8:		ITEM 3:	ITEM 4:	ITEM 5:	ITEM 6:	ITEM 7:	VOTING
AUTHORITY	ITEM 1:	ITEM 2:	CUSIP	FAIR MARKET	SHARES OR	DISCRETION	MANAGERS
(SHARES)	NAME OF ISSUER	TITLE OF CLASS	NUMBER	VALUE	PRINCIPAL	(B) SHARED	(A) SOLE
(B) SHARED (C) NONE	(B) SHARED (C) NONE	(C) SHARED (C) NONE	(C) SHARED (C) NONE	(C) SHARED (C) NONE	(A) SOLE (C) OTH	INSTR V	(A) SOLE
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
	PENNEY J C INC	COM	708160106	6,014,088	148,496	X	28-423 126175
2175	20146			4,705,007	116,173	X X	28-423 61854
48210	6109			32,105,565	792,730	X	28-1115 769730
23000				566,595	13,990	X	28-1332 13990
				201,731	4,981	X X	28-1332 4981
				283,500	7,000	X	PNC-FLA 7000
				199,908	4,936	X X	4936
	PENNSYLVANIA ENTERPRISES INC	COM	708720107	389,664	16,236	X	28-423 11636
4600				24,000	1,000	X X	
1000							
	PENNSYLVANIA RL ESTATE INVT TR SH BEN INT		709102107	1,679,644	89,883	X	28-423 89883
34950	675			704,967	37,725	X X	28-423 2100
	PENNZOIL-QUAKER STATE COMPANY	COM	709323109	168,486	13,615	X	28-423 13615
				1,114	90	X	90
5050				77,344	6,250	X X	1200
	PENTACON INC	COM	709620108	164,400	41,100	X	28-423 16100
25000							
	PENTAIR INC	COM	709631105	4,273,121	126,611	X	28-423 126611
9600				7,134,750	211,400	X	28-1115 201800
500				16,875	500	X X	
	PEOPLES HERITAGE FINL GROUP	COM	711147108	6,421,032	356,724	X	28-423 356724
22600				10,242,000	569,000	X	28-1115 546400
				319,500	17,750	X	PNC-FLA 17750
2000				36,000	2,000	X X	
	PEP BOYS MANNY MOE & JACK	COM	713278109	3,721,000	244,000	X	28-1115 244000
7300				143,823	9,431	X	2131
0				21,350	1,400	X X	1400
0	COLUMN TOTAL			79,615,464			

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FORM 13F

NAME OF REPORTING MANAGER-PNC BANK CORP.

AS OF 03/31/99

ITEM 5:	ITEM 6:
	INVESTMENT

ITEM 8:	ITEM 3:	ITEM 4:	SHARES OR	DISCRETION	ITEM 7:	VOTING
AUTHORITY	CUSIP	FAIR MARKET	PRINCIPAL	(B) SHARED	MANAGERS	
ITEM 1:	ITEM 2:	CUSIP	FAIR MARKET	(B) SHARED	MANAGERS	
(SHARES)	TITLE OF CLASS	NUMBER	VALUE	(A) SOLE (C) OTH	INSTR V	(A) SOLE
NAME OF ISSUER			AMOUNT	(A) SOLE (C) OTH	INSTR V	(A) SOLE
(B) SHARED (C) NONE				(A) SOLE (C) OTH	INSTR V	(A) SOLE
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<C>	<C>	<C>	<C>	<C>	<C>	<C>
PEPSICO INC 29667 284484	COM	713448108	100,819,451	2,572,778	X	28-423 2258627
542242 164242			55,882,504	1,426,047	X X	28-423 719563
			14,334,605	365,800	X	28-BFMG 365800
			2,876,326	73,400	X	28-AMG 73400
			12,724,019	324,700	X	28-1115 324700
			5,305,606	135,392	X	28-1332 132188
1000 2204			643,019	16,409	X X	28-1332 14309
2100			2,523,760	64,403	X	PNC-FLA 64403
			1,256,610	32,067	X X	PNC-FLA 32067
			1,993,678	50,876	X	PNC-MASS 45681
5195			34,093	870	X X	870
PERCLOSE INC	COM	71361C107	6,984,300	225,300	X	28-BFMG 225300
PEREGRINE SYSTEMS INC	COM	71366Q101	52,757,625	1,569,000	X	28-BFMG 1569000
			147,950	4,400	X X	4400
PERKIN ELMER CORP	COM	714041100	247,508	2,550	X	28-423 2550
100			9,706	100	X	
1300			178,206	1,836	X X	536
PERRIGO CO	COM	714290103	491,550	67,800	X	28-423 67800
16000			2,528,800	348,800	X	28-1115 332800
PHARMACIA & UPJOHN INC	COM	716941109	3,943,348	63,220	X	28-423 43440
19780			1,753,049	28,105	X X	28-423 21720
6185 200			15,012,415	240,680	X	28-1115 230780
9900			325,598	5,220	X X	28-1332 5220
			331,024	5,307	X	PNC-FLA 5307
			271,331	4,350	X X	PNC-FLA 4350
PFIZER INC	COM	717081103	175,626,420	1,265,776	X	28-423 1161827
7100 96849			169,637,415	1,222,612	X X	28-423 567628
570416 84568			46,120,500	332,400	X	28-BFMG 332400
			33,327,750	240,200	X	28-1115 240200
			1,717,448	12,378	X	28-1332 12378
			4,349,813	31,350	X X	28-1332 30750
600			2,641,245	19,036	X	PNC-FLA 19036
			1,520,700	10,960	X X	PNC-FLA 10960
			3,638,580	26,224	X	PNC-MASS 23724
2500			49,950	360	X X	360
0	COLUMN TOTAL		722,005,902			

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FORM 13F NAME OF REPORTING MANAGER-PNC BANK CORP.

ITEM 8:	ITEM 3:	ITEM 4:	SHARES OR	DISCRETION	ITEM 7:	VOTING
AUTHORITY	CUSIP	FAIR MARKET	PRINCIPAL	(B) SHARED	MANAGERS	
ITEM 1:	ITEM 2:	CUSIP	FAIR MARKET	(B) SHARED	MANAGERS	
(SHARES)	TITLE OF CLASS	NUMBER	VALUE	(A) SOLE (C) OTH	INSTR V	(A) SOLE
NAME OF ISSUER			AMOUNT	(A) SOLE (C) OTH	INSTR V	(A) SOLE
(B) SHARED (C) NONE				(A) SOLE (C) OTH	INSTR V	(A) SOLE

ITEM 6:  
INVESTMENT

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PHELPS DODGE CORP 150 784	COM	717265102	829,370	16,840	X	28-423	15906	
2895 1078			380,112	7,718	X	X 28-423	3745	
140			337,461	6,852	X	28-1332	6712	
			4,925	100	X		100	
			1,970	40	X	X	40	
PHILADELPHIA SUBN CORP 2646 3600	COM PAR \$0.50	718009608	584,031	25,743	X	28-423	19497	
56440 6233			1,632,194	71,944	X	X 28-423	9271	
			45,374	2,000	X	X	2000	
PHILIP MORRIS COS INC 31269 75796	COM	718154107	84,207,452	2,393,141	X	28-423	2286076	
645790 123129			183,718,153	5,221,194	X	X 28-423	4452275	
			21,492,220	610,800	X	28-BFMG	610800	
			8,490,623	241,300	X	28-AMG	241300	
			48,566,857	1,380,250	X	28-1115	1372950	
7300			10,993,756	312,438	X	28-1332	294784	
17654			2,116,428	60,148	X	X 28-1332	53470	
5778 900			717,815	20,400	X	PNC-FLA	20400	
			251,587	7,150	X	X PNC-FLA	7150	
			1,236,260	35,134	X	PNC-MASS	33979	
1155								
PHILIP SVCS CORP	COM	71819M103	27,128	103,541	X	28-423	103541	
PHILLIPS PETE CO 3290 9250	COM	718507106	2,684,131	56,807	X	28-423	44267	
3393 3934			1,060,574	22,446	X	X 28-423	15119	
32000			27,029,363	572,050	X	28-1115	540050	
			41,391	876	X		876	
PIEDMONT NAT GAS INC	COM	720186105	2,156,665	61,619	X	28-423	61619	
2000			213,500	6,100	X	X 28-423	4100	
5700			4,826,500	137,900	X	28-1115	132200	
			92,295	2,637	X		2637	
PINNACLE HLDGS INC	COM	72346N101	10,587,500	700,000	X	28-BFMG	700000	
PIONEER HI BRED INTL INC 46790	COM	723686101	7,413,404	197,034	X	28-423	150244	
60150 30450			5,920,294	157,350	X	X 28-423	66750	
			118,519	3,150	X		3150	
0	COLUMN TOTAL		427,777,852					

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AS OF 03/31/99

FORM 13F

NAME OF REPORTING MANAGER-PNC BANK CORP.

ITEM 8:	ITEM 3:	ITEM 4:	ITEM 5:	ITEM 6:	ITEM 7:	VOTING
AUTHORITY	CUSIP	FAIR MARKET	SHARES OR	INVESTMENT	MANAGERS	
(SHARES)	NUMBER	VALUE	PRINCIPAL	(B) SHARED		
(B) SHARED (C) NONE	TITLE OF CLASS		AMOUNT	(A) SOLE (C) OTH INSTR V	(A) SOLE	
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PITNEY BOWES INC 1000 34067	COM 724479100	52,355,389	821,261	X	28-423	786194
83889 29100		67,474,466	1,058,423	X	X 28-423	945434
		3,379,388	53,010	X	28-1332	52176



834				1,122,000	17,600	X	X	28-1332	16600
1000				433,500	6,800	X	X	PNC-FLA	6800
				52,275	820	X			820
	PITT DESMOINES INC	COM	724508106	1,446,900	63,600	X		28-423	63600
				40,950	1,800	X			1800
	PLANTRONICS INC NEW	COM	727493108	6,707,898	107,220	X		28-423	107220
4700				5,878,326	93,960	X		28-1115	89260
				87,587	1,400	X	X		1400
	POTOMAC ELEC PWR CO	DEB CONV	7% 737679BL3	2,521,875	25,000	X		28-423	25000
	POTOMAC ELEC PWR CO	COM	737679100	773,889	33,376	X		28-423	25456
400	7520			527,875	22,766	X	X	28-423	11236
10830	700			57,944	2,499	X			2499
				13,912	600	X	X		600
	POWER INTEGRATIONS INC	COM	739276103	10,023,475	315,700	X		28-BFMG	315700
	POWERWAVE TECHNOLOGIES INC	COM	739363109	4,644,988	163,700	X		28-BFMG	163700
	PRAXAIR INC	COM	74005P104	345,654	9,585	X		28-423	3985
5600				347,710	9,642	X	X	28-423	5050
4092	500			21,637	600	X			600
				10,819	300	X	X		300
	PREMARK INTL INC	COM	740459102	211,851	6,432	X		28-423	6432
2970	9060			2,080,762	63,174	X	X	28-423	51144
81200				2,690,953	81,700	X		28-1115	500
				19,762	600	X			600
	PREMIER PKS INC	COM NEW	740540208	1,899,750	51,000	X		28-BFMG	51000
	PRENTISS PPTYS TR	SH BEN INT	740706106	1,986,450	105,944	X		28-423	105944
14700				7,175,625	382,700	X		28-1115	368000
	PRICE T ROWE & ASSOCIATES	COM	741477103	2,375,347	69,101	X		28-423	66168
2933				245,781	7,150	X	X	28-423	7150
				6,875	200	X			200
0	COLUMN TOTAL			176,961,613					

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AS OF 03/31/99

FORM 13F NAME OF REPORTING MANAGER-PNC BANK CORP.

ITEM 8:	ITEM 1:	ITEM 2:	ITEM 3:	ITEM 4:	ITEM 5:	ITEM 6:	ITEM 7:	ITEM 8:	
AUTHORITY	(SHARES)	TITLE OF CLASS	CUSIP	FAIR MARKET VALUE	SHARES OR PRINCIPAL AMOUNT	INVESTMENT (B) SHARED (A) SOLE (C) OTH	MANAGERS INSTR V	VOTING (A) SOLE	
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	
	PRIDE INTL INC	COM	741932107	1,847,373	223,924	X	28-423	223924	
				7,522,862	911,862	X	28-1115	875878	
35984				8,250	1,000	X	X	1000	
	PRISON RLTY CORP	COM	74264N105	473,850	27,175	X	28-423	27175	
2500				2,877,105	165,000	X	28-1115	162500	
	PROCTER & GAMBLE CO	COM	742718109	723,797,914	7,390,444	X	28-423	6828640	
37128	524676			237,597,610	2,426,025	X	X	28-423	1703871

558000	164154			32,456,322	331,400	X	28-BFMG	331400
				6,424,667	65,600	X	28-AMG	65600
				26,452,784	270,100	X	28-1115	270100
				32,918,193	336,116	X	28-1332	333576
600	1940			5,327,381	54,396	X	X 28-1332	51246
3150				2,336,777	23,860	X	PNC-FLA	23420
440				681,642	6,960	X	X PNC-FLA	6960
				3,327,605	33,977	X	PNC-MASS	31627
2350				342,780	3,500	X	X PNC-MASS	3500
PROGRESS SOFTWARE CORP	COM	743312100	21,962,850	643,600	3,000	X	28-BFMG	643600
			102,375			X	X	3000
PROVIDENT COS INC	COM	743862104	2,153,213	62,300		X	28-1115	400
61900			436,000	12,615		X	PNC-MASS	12615
PROVIDENT FINL GROUP INC	COM	743866105	2,595,877	67,645		X	28-423	64271
3374								
PROVIDIAN FINL CORP	COM	74406A102	30,467,250	276,975		X	28-423	270208
2000	4767		4,465,560	40,596		X	X 28-423	20742
19854			165,000	1,500		X		1500
PSINET INC	COM	74437C101	19,157,156	450,100		X	28-BFMG	450100
PUBLIC SVC CO N MEX	COM	744499104	289,000	17,000		X	28-423	17000
			5,100	300		X	X	300
PUBLIC SVC ENTERPRISE GROUP	COM	744573106	6,818,212	178,548		X	28-423	150563
11627	16358		8,306,780	217,529		X	X 28-423	97019
107715	12795		1,718,415	45,000		X	28-1115	300
44700			243,824	6,385		X		6385
			90,770	2,377		X	X	794
1583								
0		COLUMN TOTAL	1,183,370,497					
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FORM 13F

NAME OF REPORTING MANAGER-PNC BANK CORP.

AS OF 03/31/99

ITEM 8:	ITEM 1:	ITEM 2:	ITEM 3:	ITEM 4:	ITEM 5:	ITEM 6:	ITEM 7:	ITEM 8:
AUTHORITY	(SHARES)	TITLE OF CLASS	CUSIP	FAIR MARKET VALUE	SHARES OR PRINCIPAL AMOUNT	DISCRETION (B) SHARED (A) SOLE (C) OTH	INSTR V	VOTING (A) SOLE
(B) SHARED (C) NONE	<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
PUTNAM PREMIER INCOME TR	SH BEN INT	746853100	79,148	10,380	X	28-423		10380
			60,238	7,900	X	X		3400
4500								
QLT PHOTOTHERAPEUTICS INC	COM	746927102	2,876,950	70,600	X	28-BFMG		70600
			8,150	200	X	X		200
QLOGIC CORP	COM	747277101	32,540,858	484,780	X	28-BFMG		484780
			67,125	1,000	X			1000
			120,825	1,800	X	X		1800
QUAKER OATS CO	COM	747402105	4,221,795	67,820	X	28-423		66224
1596			1,922,405	30,882	X	X 28-423		6396
23686	800		85,781	1,378	X			1378
			74,700	1,200	X	X		1200



RAYTHEON CO 500 4950	CL B	755111408	9,015,411	153,781	X	28-423	148331
652805 7400			57,332,436	977,952	X	X 28-423	317747
			190,297	3,246	X		3246
			263,813	4,500	X	X	4500
REALNETWORKS INC	COM	75605L104	1,771,712	14,500	X	28-BFMG	14500
REGIONS FINL CORP 86600	COM	758940100	3,022,763	87,300	X	28-1115	700
			97,781	2,824	X		2824
RELIANT ENERGY INC	COM	75952J108	779,905	29,925	X	28-423	29925
21996 6000			1,040,187	39,912	X	X 28-423	11916
104700			2,744,329	105,300	X	28-1115	600
			603,961	23,174	X	X 28-1332	23174
			36,487	1,400	X		1400
RELIASTAR FINL CORP 30400	COM	75952U103	1,304,325	30,600	X	28-1115	200
			106,904	2,508	X		2508
RENAL CARE GROUP INC	COM	759930100	22,023,175	1,122,200	X	28-BFMG	1122200
REPUBLIC N Y CORP 1400	COM	760719104	206,087	4,468	X	X 28-423	3068
			433,575	9,400	X	X PNC-FLA	9400
RESPIRONICS INC	COM	761230101	181,031	13,728	X	28-423	13728
			29,011	2,200	X	X	2200
0	COLUMN TOTAL		130,643,998				

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FORM 13F NAME OF REPORTING MANAGER-PNC BANK CORP.

ITEM 8:	ITEM 1:	ITEM 2:	ITEM 3:	ITEM 4:	ITEM 5:	ITEM 6:	ITEM 7:	ITEM 8:
AUTHORITY	NAME OF ISSUER	TITLE OF CLASS	CUSIP	FAIR MARKET	SHARES OR	DISCRETION	MANAGERS	VOTING
(SHARES)	(B) SHARED (C) NONE		NUMBER	VALUE	PRINCIPAL	(B) SHARED		
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
<C>	<C>					(A) SOLE (C) OTH	INSTR V	(A) SOLE
REUTERS GROUP PLC	SPONSORED ADR	76132M102	2,416,689	27,818	X	28-423	27818	
4373 866			725,928	8,356	X	X 28-423	3117	
			75,234	866	X		866	
REXALL SUNDOWN INC	COM	761648104	308,911	16,100	X	28-BFMG	16100	
			4,797	250	X		250	
REYNOLDS & REYNOLDS CO	CL A	761695105	708,700	37,300	X	28-423	37300	
			4,499,200	236,800	X	X 28-423	236800	
REYNOLDS METALS CO	COM	761763101	206,775	4,280	X	28-423	4280	
68900			15,646,324	323,860	X	28-1115	254960	
			48,312	1,000	X		1000	
652			67,637	1,400	X	X	748	
RICHFOOD HLDGS INC	COM	763408101	620,986	28,800	X	28-423	28800	
15600			8,441,523	391,500	X	28-1115	375900	
RITE AID CORP	COM	767754104	818,650	32,746	X	28-423	27946	
4800			1,062,500	42,500	X	X 28-423	38700	
3800			4,175,000	167,000	X	28-1115	90800	
76200			372,500	14,900	X	28-1332	14900	

ROBERTS PHARMACEUTICAL CORP	COM	770491108	400,475	19,300	X	28-BFMG	19300
ROBINSON NUGENT INC	COM	770810109	35,000	10,000	X	28-423	10000
ROCK-TENN CO	CL A	772739207	341,633	22,220	X	PNC-MASS	22220
ROCKWELL INTL CORP NEW 2756	COM	773903109	2,878,671	67,834	X	28-423	65078
11648 8025			2,466,057	58,111	X	X 28-423	38438
			23,595	556	X		556
			31,234	736	X	X	736
ROHM & HAAS CO 3198	COM	775371107	2,074,736	61,818	X	28-423	58620
84435 13188			3,719,442	110,823	X	X 28-423	13200
			97,330	2,900	X		2900
ROSLYN BANCORP INC 5330	COM	778162107	185,068	10,967	X	28-423	10967
			2,400,806	142,270	X	28-1115	136940
ROSS STORES INC 57000	COM	778296103	2,514,809	57,400	X	28-1115	400
0	COLUMN TOTAL		57,368,522				
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FORM 13F

NAME OF REPORTING MANAGER-PNC BANK CORP.

ITEM 8:	ITEM 1:	ITEM 2:	ITEM 3:	ITEM 4:	ITEM 5:	ITEM 6:	ITEM 7:	ITEM 8:
AUTHORITY	(SHARES)	TITLE OF CLASS	CUSIP	FAIR MARKET	SHARES OR	DISCRETION	MANAGERS	VOTING
(B) SHARED (C) NONE	(A) SOLE (C) OTH	NUMBER	VALUE	PRINCIPAL	(B) SHARED	INSTR V	(A) SOLE	
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ROYAL DUTCH PETE CO 16233 190627		NY REG GLD1.25	780257804	69,813,172	1,342,561	X	28-423	1135701
321148 44581				67,643,004	1,300,827	X	X 28-423	935098
				6,427,200	123,600	X	28-AMG	123600
1600				63,631,360	1,223,680	X	28-1115	1222080
1148				2,973,308	57,179	X	28-1332	56031
3750				241,800	4,650	X	X 28-1332	900
				615,992	11,846	X	PNC-FLA	11846
800 800				286,000	5,500	X	X PNC-FLA	3900
				663,468	12,759	X	PNC-MASS	11889
870				41,600	800	X	X	800
RUBY TUESDAY INC 12542	COM	781182100	3,172,501	182,590	X	28-423	182590	
			217,917	12,542	X	X 28-423		
16600			6,458,288	371,700	X	28-1115	355100	
			36,453	2,098	X	X	2098	
S & T BANCORP INC 1400	COM	783859101	784,488	41,019	X	28-423	39619	
			2,887,875	151,000	X	X 28-423	151000	
SBC COMMUNICATIONS INC 22541 184871	COM	78387G103	77,089,449	1,633,701	X	28-423	1426289	
446812 54621			48,250,029	1,022,528	X	X 28-423	521095	
			6,478,775	137,300	X	28-BFMG	137300	
			8,380,411	177,600	X	28-AMG	177600	
41912			81,157,865	1,719,920	X	28-1115	1678008	

1939				4,172,699	88,429	X	28-1332	86490
2040	444			1,831,422	38,812	X	X 28-1332	36328
1692				1,083,083	22,953	X	PNC-FLA	21261
				372,966	7,904	X	X PNC-FLA	7904
				803,595	17,030	X	PNC-MASS	17030
SDL INC		COM	784076101	853,050	9,400	X	28-BFMG	9400
SLM HLDG CORP		COM	78442A109	344,229	8,245	X	28-423	8245
SPDR TR 6275		UNIT SER 1	78462F103	9,317,714	72,582	X	28-423	66307
				3,711,835	28,914	X	X 28-423	28914
				38,513	300	X		300
SPX CORP 1279		COM	784635104	308,221	6,111	X	28-423	4832
				849,611	16,845	X	X 28-423	7690
9155				6,859	136	X		136
0		COLUMN TOTAL		470,944,752				
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FORM 13F

NAME OF REPORTING MANAGER-PNC BANK CORP.

ITEM 8:		ITEM 3:		ITEM 4:		ITEM 5:		ITEM 6: INVESTMENT		ITEM 7:		VOTING	
AUTHORITY		CUSIP		FAIR MARKET		SHARES OR		DISCRETION		MANAGERS			
ITEM 1: (SHARES) NAME OF ISSUER (B) SHARED (C) NONE		ITEM 2: TITLE OF CLASS		NUMBER		PRINCIPAL		(B) SHARED				(A) SOLE	
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SAFECO CORP 200	COM	786429100	206,229	5,100	X	28-423	4900						
2960			119,694	2,960	X	X							
SAFEGUARD SCIENTIFICS INC 3000	COM	786449108	877,500	13,000	X	28-423	10000						
			4,151,250	61,500	X	28-BFMG	61500						
SAFESKIN CORP	COM	786454108	74,370	10,000	X	28-BFMG	10000						
			5,206	700	X		700						
SAFETY-KLEEN CORP NEW 9062 787	COM NEW	78648R203	163,889	12,369	X	X 28-423	2520						
			22,300	1,683	X		1683						
SAFEWAY INC 15950	COM NEW	786514208	1,216,094	23,700	X	28-423	7750						
			8,107,296	158,000	X	28-BFMG	158000						
			205,248	4,000	X	28-1332	4000						
			5,131	100	X		100						
			174,461	3,400	X	X	3400						
ST PAUL COS INC 56	COM	792860108	374,794	12,066	X	28-423	12010						
			1,341,381	43,184	X	X 28-423	42664						
520			168,108	5,412	X								
5412			149,098	4,800	X	X	4800						
SALIENT 3 COMMUNICATIONS INC 12375	CL A	794721100	78,891	12,375	X	X 28-423							
SANDISK CORP	COM	80004C101	5,437,800	205,200	X	28-BFMG	205200						
SANTA FE ENERGY RES INC 56700	COM	802012104	1,994,289	270,412	X	28-423	270412						
			10,478,400	1,420,800	X	28-1115	1364100						
			17,302	2,346	X	X	122						

2224

SARA LEE CORP 13800 36780	COM	803111103	34,473,236	1,392,858	X	28-423	1342278
362640 26890			36,883,490	1,490,242	X	X 28-423	1100712
			7,877,925	318,300	X	28-BFMG	318300
			747,450	30,200	X	28-1332	30200
			1,153,350	46,600	X	X 28-1332	46600
			478,665	19,340	X	PNC-FLA	19340
			204,930	8,280	X	PNC-MASS	6140
2140			103,950	4,200	X	X	4200
SAVILLE SYS PLC	SPONSORED ADR	805174109	122,500	10,000	X	28-BFMG	10000
0	COLUMN TOTAL		117,414,227				

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AS OF 03/31/99

ITEM 8:	ITEM 1:	ITEM 2:	ITEM 3:	ITEM 4:	ITEM 5:	ITEM 6:	ITEM 7:	ITEM 8:
AUTHORITY	(SHARES)	TITLE OF CLASS	CUSIP NUMBER	FAIR MARKET VALUE	SHARES OR PRINCIPAL AMOUNT	INVESTMENT (B) SHARED (A) SOLE (C) OTH	MANAGERS INSTR V	VOTING (A) SOLE
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
SCANA CORP 400	COM	805898103	357,228	16,472	X	28-423	16072	
500 1800			394,985	18,213	X	X 28-423	15913	
			3,904	180	X		180	
SCHERING PLOUGH CORP 43849 161592	COM	806605101	97,752,333	1,769,273	X	28-423	1563832	
335380 40100			86,864,105	1,572,201	X	X 28-423	1196721	
			23,011,625	416,500	X	28-BFMG	416500	
300			16,160,625	292,500	X	28-1332	292200	
			3,447,600	62,400	X	X 28-1332	62200	
200			1,756,950	31,800	X	PNC-FLA	31800	
			763,555	13,820	X	X PNC-FLA	13820	
			775,710	14,040	X	PNC-MASS	14040	
			265,200	4,800	X	X PNC-MASS	4800	
SCHLUMBERGER LTD 9038 66046	COM	806857108	32,648,679	542,454	X	28-423	467370	
120340 12182			20,489,280	340,427	X	X 28-423	207905	
			3,250,098	54,000	X	28-AMG	54000	
			11,260,988	187,100	X	28-1115	187100	
200			722,244	12,000	X	28-1332	11800	
			590,134	9,805	X	PNC-FLA	9805	
800			405,059	6,730	X	PNC-MASS	5930	
			228,711	3,800	X	X	3800	
SCHWAB CHARLES CORP NEW 675	COM	808513105	4,306,016	44,796	X	28-423	44121	
19554			1,964,411	20,436	X	X 28-423	882	
			14,221,694	147,950	X	28-BFMG	147950	
			648,844	6,750	X	28-1332	6750	
SCUDDER GLOBAL HIGH INCOME FD 303	COM	81115E101	70,582	13,772	X	28-423	13469	
SEAGATE TECHNOLOGY 1000	COM	811804103	821,055	27,774	X	28-423	26774	
600 1150			266,797	9,025	X	X 28-423	7275	
			827,736	28,000	X	28-1115	200	

27800				156,679	5,300	X		5300
				11,825	400	X	X	400
SEAGRAM LTD 500	COM	811850106	2,065,000	41,300	60,000	X	28-423	40800
					1,200	X	X	1200
SEACOR SMIT INC	COM	811904101	4,707,474	87,480		X	28-423	87480
SEALED AIR CORP NEW 10996	COM	81211K100	553,059	11,244	40,284	X	X 28-423	248
					819	X		819
0	COLUMN TOTAL		331,870,469					

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FILE NO. 28-1235  
PAGE 94 OF 114 FORM 13F NAME OF REPORTING MANAGER-PNC BANK CORP.  
AS OF 03/31/99

ITEM 8:	ITEM 1:	ITEM 2:	ITEM 3:	ITEM 4:	ITEM 5:	ITEM 6:	ITEM 7:	ITEM 8:
AUTHORITY	(SHARES)	TITLE OF CLASS	CUSIP	FAIR MARKET VALUE	SHARES OR PRINCIPAL AMOUNT	DISCRETION (B) SHARED (A) SOLE (C) OTH	INSTR V	VOTING (A) SOLE
(B) SHARED (C) NONE	<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
SEALED AIR CORP NEW 5402		PFD CV A \$2	81211K209	283,635	5,730	X X	28-423	328
				36,036	728	X		728
SEARS ROEBUCK & CO 2200 29943		COM	812387108	8,507,673	188,277	X	28-423	156134
190403 11989				11,918,207	263,753	X X	28-423	61361
26400				39,376,404	871,410	X	28-1115	845010
				486,574	10,768	X	28-1332	10768
				20,334	450	X		450
200				239,491	5,300	X X		5100
SECTOR SPDR TR		SBI CONS STPLS	81369Y308	528,740	20,000	X X	28-423	20000
SELECT COMFORT CORP		COM	81616X103	8,780,625	315,000	X	28-BFMG	315000
SELECTIVE INS GROUP INC 6444		COM	816300107	1,019,959	57,870	X X	28-423	51426
				705,000	40,000	X X	28-1332	40000
				79,771	4,526	X		4526
SEMTECH CORP		COM	816850101	790,500	24,800	X	28-BFMG	24800
SEMPRA ENERGY 600		COM	816851109	313,324	16,330	X	28-423	15730
2524 1402				157,832	8,226	X X		4300
SEPRACOR INC 50		COM	817315104	5,612,500	50,000	X	28-BFMG	50000
				5,613	50	X		
				11,225	100	X X		100
SEROLOGICALS CORP		COM	817523103	6,571,806	484,575	X	28-BFMG	484575
SERVICE CORP INTL 17300 1000		COM	817565104	316,350	22,200	X X	28-423	3900
2700				143,213	10,050	X		7350
SERVICEMASTER CO 3543		COM	81760N109	225,098	11,082	X	28-423	11082
				426,857	21,015	X X	28-423	17472
1000				20,312	1,000	X X		
SHELL TRANS & TRADING PLC		NEW YRK SH NEW	822703609	663,772	16,339	X	28-423	13789



2550			1,824,063	44,900	X	X	28-423	41900
3000			621,563	15,300	X		28-1332	15300
0	COLUMN TOTAL		89,686,477					

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FILE NO. 28-1235  
PAGE 95 OF 114 FORM 13F NAME OF REPORTING MANAGER-PNC BANK CORP.  
AS OF 03/31/99

ITEM 8:		ITEM 3:		ITEM 4:		ITEM 5:		ITEM 6:		ITEM 7:		ITEM 8:	
AUTHORITY		CUSIP		FAIR MARKET		SHARES OR		DISCRETION		MANAGERS		VOTING	
ITEM 1:		ITEM 2:		ITEM 3:		ITEM 4:		ITEM 5:		ITEM 6:		ITEM 7:	
(SHARES)		TITLE OF CLASS		NUMBER		VALUE		PRINCIPAL		(B) SHARED		(A) SOLE	
NAME OF ISSUER		NUMBER		VALUE		AMOUNT		(A) SOLE		(C) OTH		INSTR V	
(B) SHARED (C) NONE		<C>		<C>		<C>		<C>		<C>		<C>	
<S>		<C>		<C>		<C>		<C>		<C>		<C>	
1500	SHERWIN WILLIAMS CO	COM	824348106	1,970,269	70,054	X			X				68554
20300	1400			8,673,750	308,400	X	X		X	X			286700
				106,875	3,800	X							3800
				168,750	6,000	X	X						6000
	SHIRE PHARMACEUTICALS GRP PLC	SPONSORED ADR	82481R106	26,909,035	1,179,600	X			X				1179600
				38,005	1,666	X	X						1666
	SIEBEL SYS INC	COM	826170102	6,664,250	140,300	X			X				140300
	SIERRA HEALTH SVCS INC	COM	826322109	3,115,983	239,691	X			X				239691
18300				5,809,050	446,850	X			X				428550
	SIERRA PAC RES	COM	826425100	2,784,770	79,142	X			X				79142
6700				6,655,973	189,160	X			X				182460
	SIGMA ALDRICH CORP	COM	826552101	399,848	13,670	X			X				13670
5700				1,582,659	54,108	X	X		X				48408
				58,500	2,000	X							2000
	SILGAN HOLDINGS INC	COM	827048109	2,564,592	153,688	X			X				153688
9000				4,734,102	283,700	X			X				274700
	SIMON PPTY GROUP INC NEW	COM	828806109	2,655,902	96,800	X			X				800
96000				35,668	1,300	X	X						200
1100													
	SKY FINL GROUP INC	COM	83080P103	1,385,574	51,200	X	X		X				28-423
51200				116,718	4,313	X							4313
	SMITH BARNEY INTER QUALITY MUN	COM	831802103	133,093	13,145	X			X				28-423
				21,637	2,137	X							2137
	SMITH CHARLES E RESDNTL RLTY	COM	832197107	261,902	8,500	X	X		X				28-423
7500				46,218	1,500	X							1500
	SMITHKLINE BEECHAM PLC	ADR REP ORD	832378301	41,685,644	583,016	X			X				28-423
6500	81469			57,314,329	801,599	X	X		X				28-423
284697	15198			894,465	12,510	X			X				28-1332
				1,215,500	17,000	X	X		X				28-1332
				105,606	1,477	X							1477
				21,450	300	X	X						300
0	COLUMN TOTAL			178,130,117									

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FORM 13F

NAME OF REPORTING MANAGER-PNC BANK CORP.

ITEM 8:		ITEM 3:		ITEM 4:		ITEM 5:		ITEM 6:		ITEM 7:		VOTING	
AUTHORITY		CUSIP		FAIR MARKET		SHARES OR		DISCRETION		MANAGERS			
ITEM 1:		ITEM 2:		CUSIP		PRINCIPAL		(B) SHARED				(A) SOLE	
(SHARES)		TITLE OF CLASS		NUMBER		AMOUNT		(A) SOLE (C) OTH		INSTR V		(A) SOLE	
NAME OF ISSUER													
(B) SHARED (C) NONE													
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SNAP ON INC	COM	833034101	590,150	20,350	X	X	28-423						
20350			169,650	5,850	X							5850	
SOLUTIA INC	COM	834376105	847,396	48,771	X		28-423					45071	
2000 1700			860,254	49,511	X	X	28-423					35911	
11180 2420			9,713	559	X							559	
			18,418	1,060	X	X						1060	
SONAT INC	COM	835415100	456,360	15,212	X		28-423					15212	
8657			823,110	27,437	X	X	28-423					18780	
			4,500	150	X							150	
SONOCO PRODS CO	COM	835495102	1,670,812	72,644	X		28-423					12012	
60632			546,779	23,773	X	X	28-423					15596	
8177			11,500	500	X							500	
SONY CORP	ADR NEW	835699307	318,679	3,490	X		28-423					3490	
880 550			281,241	3,080	X	X	28-423					1650	
			2,283	25	X							25	
SOUTH JERSEY INDS INC	COM	838518108	775,581	35,865	X	X	28-423					35865	
1122			70,498	3,260	X							2138	
SOUTHDOWN INC	COM	841297104	2,442,759	45,500	X		28-1115					300	
45200			21,475	400	X								
400													
SOUTHERN CO	COM	842587107	5,484,847	235,280	X		28-423					180790	
400 54090			2,228,604	95,599	X	X	28-423					53437	
34178 7984			41,004,409	1,758,940	X		28-1115					1701040	
57900			581,331	24,937	X		28-1332					23137	
1800			39,630	1,700	X							1700	
			48,955	2,100	X	X						2100	
SOUTHWEST AIRLS CO	COM	844741108	815,722	26,966	X		28-423					25166	
1800			362,395	11,980	X	X	28-423					10555	
1425			40,838	1,350	X	X							
1350													
SOVEREIGN BANCORP INC	COM	845905108	1,174,579	95,884	X		28-423					90830	
5054			811,673	66,259	X	X	28-423					1512	
64747			2,082,500	170,000	X		28-1115					1320	
168680			6,358	519	X							519	
0	COLUMN TOTAL		64,602,999										

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SUN MICROSYSTEMS INC 1400 60155	COM	866810104	20,974,398	167,712	X	28-423	106157
21050			5,019,989	40,140	X	X 28-423	19090
300			18,584,213	148,600	X	28-BFMG	148600
300			297,022	2,375	X	PNC-FLA	2075
			37,519	300	X		
SUNBEAM CORP	COM	867071102	75,643	13,600	X	28-423	13600
6500			22,248	4,000	X		4000
			36,153	6,500	X	X	
SUNGARD DATA SYS INC	COM	867363103	208,000	5,200	X	28-423	5200
			24,000	600	X		600
			80,000	2,000	X	X	2000
SUNOCO INC 96	COM	86764P109	532,131	14,756	X	28-423	14660
13911 300			976,234	27,071	X	X 28-423	12860
			26,181	726	X		726
SUNRISE ASSISTED LIVING INC	COM	86768K106	30,034,470	659,200	X	28-BFMG	659200
SUNTRUST BKS INC 500	COM	867914103	3,058,529	49,133	X	28-423	48633
9740 4080			4,153,196	66,718	X	X 28-423	52898
			207,168	3,328	X	PNC-FLA	3328
			140,312	2,254	X	X	2254
SUSQUEHANNA BANCSHARES INC PA 450	COM	869099101	4,690,935	255,289	X	28-423	254839
12156			301,368	16,401	X	X 28-423	4245
17275			8,237,972	448,325	X	28-1115	431050
SYLVAN LEARNING SYS INC	COM	871399101	9,355,406	341,750	X	28-BFMG	341750
			54,750	2,000	X	X	2000
SYNOVUS FINL CORP	COM	87161C105	226,115	11,030	X	X 28-423	11030
SYSCO CORP 9100	COM	871829107	9,657,162	367,025	X	28-423	357925
19800			1,284,026	48,800	X	X 28-423	29000
			5,222,932	198,500	X	28-BFMG	198500
			15,787	600	X		600
TCA CABLE TV INC	COM	872241104	7,673,400	176,400	X	28-BFMG	176400
TCW/DW TERM TR 2002	SH BEN INT	87234T101	105,683	10,980	X	PNC-FLA	10980
0			24,063	2,500	X		2500
0	COLUMN TOTAL		131,337,005				
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FORM 13F NAME OF REPORTING MANAGER-PNC BANK CORP.

ITEM 8:	ITEM 5:	ITEM 6:	ITEM 3:	ITEM 4:	SHARES OR	DISCRETION	ITEM 7:	VOTING
AUTHORITY	PRINCIPAL	INVESTMENT	CUSIP	FAIR MARKET	AMOUNT	(B) SHARED	MANAGERS	
(SHARES)		(A) SOLE (C) OTH	NUMBER	VALUE		INSTR V	(A) SOLE	
(B) SHARED (C) NONE								
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
<C>	<C>							
TCW/DW TERM TR 2003 1250	SH BEN INT	87234U108	179,138	19,108	X			17858
1300			12,188	1,300	X	X		
TECO ENERGY INC	COM	872375100	5,398,448	271,620	X	28-423		257084



TEMPLETON EMERGING MKTS FD INC COM 6004		880191101	272,844	24,804	X	28-423	18800
			342,089	31,099	X	X 28-423	14750
16349			5,181	471	X	X	471
TEMPLETON EMERG MKTS INCOME FD COM		880192109	122,267	12,461	X	X 28-423	12461
TENET HEALTHCARE CORP 1428	COM	88033G100	342,154	18,068	X	28-423	16640
144200			2,749,652	145,200	X	28-1115	1000
TENNECO INC NEW 600 63401	COM	88037E101	7,689,855	275,257	X	28-423	211256
13603 1950			1,222,300	43,752	X	X 28-423	28199
			2,695,921	96,500	X	28-AMG	96500
14700			9,314,894	333,425	X	28-1115	318725
1169			488,031	17,469	X	28-1332	16300
			236,068	8,450	X	PNC-FLA	8450
			34,921	1,250	X		1250
			2,542	91	X	X	91
TERADYNE INC	COM	880770102	3,568,355	65,400	X	28-BFMG	65400
			54,562	1,000	X		1000
			174,598	3,200	X	X	3200
TERAYON COMMUNICATION SYS	COM	880775101	5,000,000	125,000	X	28-BFMG	125000
			140,000	3,500	X		3500
TEREX CORP NEW 3500	COM	880779103	4,142,263	171,700	X	28-1115	168200
			164,050	6,800	X		6800
TESORO PETE CORP	COM	881609101	507,100	46,100	X	28-423	46100
25200			5,065,500	460,500	X	28-1115	435300
0	COLUMN TOTAL		49,089,084				
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FORM 13F NAME OF REPORTING MANAGER-PNC BANK CORP.

ITEM 8:	ITEM 1:	ITEM 2:	ITEM 3:	ITEM 4:	ITEM 5:	ITEM 6:	ITEM 7:	ITEM 8:
AUTHORITY	(SHARES)	TITLE OF CLASS	CUSIP	FAIR MARKET VALUE	SHARES OR PRINCIPAL	INVESTMENT (B) SHARED (A) SOLE (C) OTH	MANAGERS	VOTING (A) SOLE
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
TEXACO INC 4550 20448	COM	881694103	17,870,064	314,891	X	28-423	289893	
179820 10350			17,485,697	308,118	X	X 28-423	117948	
27400			2,661,575	46,900	X	28-1115	19500	
			2,584,509	45,542	X	28-1332	45542	
700 1500			370,918	6,536	X	X 28-1332	4336	
			583,844	10,288	X	PNC-FLA	10288	
			158,900	2,800	X	X	2800	
TEXAS INSTRS INC 720 13128	COM	882508104	9,314,910	93,853	X	28-423	80005	
37660 4400			23,667,056	238,459	X	X 28-423	196399	
			12,197,825	122,900	X	28-BFMG	122900	
4700			27,425,753	276,330	X	28-1115	271630	
			218,350	2,200	X	28-1332	2200	
			379,135	3,820	X	PNC-FLA	3820	
			79,400	800	X	X	800	





TRANS WORLD ENTMT CORP	COM	89336Q100	272,800	24,800	X	28-BFMG	24800
TRANSAMERICA CORP 3800	COM	893485102	825,162	11,622	X	X 28-423	7822
			221,094	3,114	X		3114
TRANSCANADA PIPELINES LTD 52	COM	893526103	519,552	40,552	X	X 28-423	40500
			6,662	520	X		520
TRANSWITCH CORP	COM	894065101	16,796,800	371,200	X	28-BFMG	371200
			72,400	1,600	X	X	1600
TRI CONTL CORP 4700	COM	895436103	400,548	13,812	X	X 28-423	9112
1567			45,762	1,578	X		11
TRICON GLOBAL RESTAURANTS 400 5674	COM	895953107	5,812,485	82,740	X	28-423	76666
30020 11335			5,326,074	75,816	X	X 28-423	34461
			252,900	3,600	X	28-1332	3600
			8,781	125	X		125
			227,751	3,242	X	X	3242
TRIBUNE CO NEW 4600	COM	896047107	357,155	5,458	X	28-423	858
3900			386,078	5,900	X	X 28-423	2000
			9,174,267	140,200	X	28-1115	140200
			68,054	1,040	X		1040
0	COLUMN TOTAL		141,381,888				

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FORM 13F NAME OF REPORTING MANAGER-PNC BANK CORP.

ITEM 8:	ITEM 1:	ITEM 2:	ITEM 3:	ITEM 4:	ITEM 5:	ITEM 6:	ITEM 7:	ITEM 8:
AUTHORITY	NAME OF ISSUER	TITLE OF CLASS	CUSIP	FAIR MARKET VALUE	SHARES OR PRINCIPAL AMOUNT	INVESTMENT (B) SHARED (A) SOLE (C) OTH INSTR V	MANAGERS	VOTING (A) SOLE
(B) SHARED (C) NONE	(B) SHARED (C) NONE	<C>	<C>	<C>	<C>	<C>	<C>	<C>
TROPICAL SPORTSWEAR INTL CORP 200	COM	89708P102	1,932,569	94,850	X	28-423	94650	
12600			6,173,625	303,000	X	28-1115	290400	
			81,500	4,000	X	X	4000	
TURNER CORP 24576	COM	900273103	182,000	13,000	X	28-423	13000	
			344,064	24,576	X	X 28-423		
			73,500	5,250	X		5250	
TUSCARORA INC 337	COM	900902107	261,285	22,237	X	28-423	21900	
TWEETER HOME ENTMT GROUP INC	COM	901167106	7,733,550	239,800	X	28-BFMG	239800	
TYCO INTL LTD NEW 300 20340	COM	902124106	4,978,015	69,380	X	28-423	48740	
7685 600			1,390,515	19,380	X	X 28-423	11095	
			13,761,650	191,800	X	28-BFMG	191800	
			7,232,400	100,800	X	28-1115	100800	
			72	1	X		1	
200			14,350	200	X	X		
UAL CORP 9700	COM PAR \$0.01	902549500	755,388	9,700	X	28-1115		
200			42,208	542	X		342	

UGI CORP NEW 200	COM	902681105	1,092,848	65,491	X	28-423	65291
			427,971	25,647	X	X 28-423	13103
12544			2,583,314	154,810	X	28-1115	149010
5800			13,350	800	X		800
UICI	COM	902737105	303,750	13,500	X	28-423	13500
			18,000	800	X		800
			99,000	4,400	X	X	4400
UST CORP 18200	COM	902900109	3,996,578	182,960	X	28-423	182960
			10,393,375	475,800	X	28-1115	457600
			76,978	3,524	X	X	3524
USX MARATHON GROUP 9463	COM NEW	902905827	479,958	17,453	X	28-423	7990
			274,615	9,986	X	X 28-423	5256
3439 1291			4,397,250	159,900	X	28-1115	1100
158800			188,320	6,848	X		6848
			79,750	2,900	X	X	2400
500							
0	COLUMN TOTAL		69,381,748				
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FORM 13F

NAME OF REPORTING MANAGER-PNC BANK CORP.

ITEM 8: AUTHORITY (SHARES) NAME OF ISSUER (B) SHARED (C) NONE <S> <C>	ITEM 1: (SHARES) NAME OF ISSUER (B) SHARED (C) NONE <S> <C>	ITEM 2: TITLE OF CLASS <C>	ITEM 3: CUSIP NUMBER <C>	ITEM 4: FAIR MARKET VALUE <C>	ITEM 5:	ITEM 6: INVESTMENT	ITEM 7: MANAGERS INSTR V <C>	VOTING (A) SOLE <C>
					SHARES OR PRINCIPAL AMOUNT <C>	DISCRETION (B) SHARED (A) SOLE (C) OTH <C>		
UST INC		COM	902911106	1,186,153	45,403	X	28-423	45403
				80,988	3,100	X		2100
1000				339,625	13,000	X	X	12700
300								
US BANCORP DEL 8700		COM	902973106	933,742	27,413	X	28-423	18713
				212,888	6,250	X	X 28-423	6250
				8,580,218	251,900	X	28-BFMG	251900
				22,988,444	674,900	X	28-1115	657900
17000								
USA NETWORKS INC		COM	902984103	1,432,480	40,000	X	28-BFMG	40000
				10,744	300	X		300
UNUM CORP 400		COM	903192102	1,155,186	24,288	X	28-423	23888
				320,758	6,744	X	X 28-423	3600
3144				57,550	1,210	X		1210
				107,300	2,256	X	X	1256
1000								
U S CAN CORP 17300		COM	90328W105	1,678,550	113,800	X	28-423	113800
				6,546,640	443,840	X	28-1115	426540
USEC INC 11600		COM	90333E108	230,263	16,900	X	28-423	16900
				4,105,213	301,300	X	28-1115	289700
2100				28,613	2,100	X	X	
ULTRAMAR DIAMOND SHAMROCK CORP 26974	COM	904000106	11,982,153	554,088		X	28-1115	527114

			108,558	5,020	X		5020
UNILEVER N V 5600 15280	NEW YORK SHS	904784501	18,627,672	280,381	X	28-423	259501
131712 9700			40,869,451	615,161	X	X 28-423	473749
4200			279,035	4,200	X	X 28-1332	
			46,506	700	X		700
UNICOM CORP 100 3000	COM	904911104	292,423	7,998	X	28-423	4898
120900			24,528,715	670,880	X	28-1115	549980
			3,656	100	X		100
120			4,387	120	X	X	
UNION CAMP CORP 600	COM	905530101	874,303	13,025	X	28-423	12425
1850 12350			1,920,178	28,606	X	X 28-423	14406
			100,688	1,500	X		1500
0	COLUMN TOTAL		149,633,080				
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FORM 13F

NAME OF REPORTING MANAGER-PNC BANK CORP.

ITEM 8:		ITEM 3:		ITEM 4:		ITEM 5:		ITEM 6: INVESTMENT		ITEM 7:		VOTING	
AUTHORITY		CUSIP		FAIR MARKET		SHARES OR		DISCRETION		MANAGERS			
ITEM 1: (SHARES) NAME OF ISSUER (B) SHARED (C) NONE		ITEM 2: TITLE OF CLASS		NUMBER		PRINCIPAL		(B) SHARED		INSTR V		(A) SOLE	
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<C>		<C>		<C>		<C>		<C>		<C>		<C>	
UNION CARBIDE CORP 6700	COM	905581104	593,983	13,145	X	28-423	6445						
5292 490			378,757	8,382	X	X 28-423	2600						
60600			37,374,168	827,100	X	28-1115	766500						
			27,112	600	X		600						
			13,556	300	X	X	300						
UNION PAC CORP 2000 5056	COM	907818108	12,639,988	236,540	X	28-423	229484						
80795 16404			9,524,344	178,235	X	X 28-423	81036						
			512,995	9,600	X	28-1332	9600						
			144,280	2,700	X		2700						
400			297,644	5,570	X	X	5170						
UNION PAC RES GROUP INC 1693 7395	COM	907834105	1,593,198	134,164	X	28-423	125076						
45749 8783			1,282,488	107,999	X	X 28-423	53467						
			179,408	15,108	X	28-1332	15108						
			24,118	2,031	X		2031						
338			55,444	4,669	X	X	4331						
UNION PLANTERS CORP 70900	COM	908068109	233,086	5,305	X	28-423	5305						
			3,137,102	71,400	X	28-1115	500						
			55,712	1,268	X		1268						
UNIONBANCAL CORP 69500	COM	908906100	2,384,340	70,000	X	28-1115	500						
UNIPHASE CORP	COM	909149106	9,785,625	85,000	X	28-BFMG	85000						
UNISOURCE WORLDWIDE INC 600	COM	909208100	85,500	12,000	X	X 28-423	11400						

UNISYS CORP 180	COM	909214108	531,037	19,180	X	X 28-423	19000
500			49,255	1,779	X		1279
UNITED BANKSHARES INC WEST VA	COM	909907107	565,584	24,725	X	28-423	24725
			28,182	1,232	X	X	1232
UNITED DOMINION INDS LTD 74400	COM	909914103	1,490,625	75,000	X	28-1115	600
			6,956	350	X		350
UNITED DOMINION REALTY TR INC 19700	COM	910197102	222,425	21,700	X	X 28-423	2000
			68,675	6,700	X		6700
0	COLUMN TOTAL		83,285,587				

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ITEM 8:	ITEM 1:	ITEM 2:	ITEM 3:	ITEM 4:	ITEM 5:	ITEM 6: INVESTMENT	ITEM 7:	ITEM 8:
AUTHORITY	(SHARES) NAME OF ISSUER (B) SHARED (C) NONE	TITLE OF CLASS	CUSIP NUMBER	FAIR MARKET VALUE	SHARES OR PRINCIPAL AMOUNT	DISCRETION (B) SHARED (A) SOLE (C) OTH	INSTR V	VOTING (A) SOLE
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
27150	UNITED HEALTHCARE CORP	COM	910581107	4,220,630	80,202	X	28-423	53052
9850	1100			923,674	17,552	X	X 28-423	6602
				4,609,950	87,600	X	28-BFMG	87600
				3,757,425	71,400	X	28-AMG	71400
24300				45,936,363	872,900	X	28-1115	848600
300				363,113	6,900	X	28-1332	6600
				44,731	850	X		850
				21,050	400	X	X	400
2200	UNITED NATL BANCORP N J	COM	910909100	225,385	9,773	X	X 28-423	7573
1864				151,287	6,560	X		4696
221	UNITED STATES FILTER CORP NEW	COM NEW	911843209	222,184	7,255	X	28-423	7255
				181,147	5,915	X	X	5694
960	U S INDS INC NEW 20112	COM	912080108	404,219	24,592	X	X 28-423	3520
				5,260	320	X		320
	U S OFFICE PRODS CO	COM NEW	912325305	80,000	20,000	X	28-423	20000
21997	U S WEST INC NEW 22532	COM	91273H101	16,911,357	307,133	X	28-423	262604
202415	11543			16,487,545	299,436	X	X 28-423	85478
30100				44,616,739	810,300	X	28-1115	780200
41				817,781	14,852	X	28-1332	14811
4531	100			301,189	5,470	X	X 28-1332	839
				320,241	5,816	X	PNC-FLA	5816
				242,658	4,407	X	X PNC-FLA	4407
				22,135	402	X		402
	U S TR CORP NEW	COM	91288L105	285,620	3,850	X	X 28-423	3850
				118,699	1,600	X		1600
17600	UNITED STATIONERS INC	COM	913004107	3,751,500	246,000	X	28-423	246000
				6,366,875	417,500	X	28-1115	399900



ITEM 8:	ITEM 1:	ITEM 2:	ITEM 3:	ITEM 4:	ITEM 5:	ITEM 6:	ITEM 7:	VOTING
AUTHORITY	NAME OF ISSUER	TITLE OF CLASS	CUSIP	FAIR MARKET	SHARES OR	DISCRETION	MANAGERS	
(SHARES)	(B) SHARED (C) NONE		NUMBER	VALUE	PRINCIPAL	(B) SHARED (A) SOLE (C) OTH	INSTR V	(A) SOLE
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
VENCOR INC NEW	COM	92260R102	63,149	48,132	X	28-423		48132
VENTAS INC	COM	92276F100	125,892	20,982	X	28-423		20982
VENATOR GROUP INC 230900	COM	922944103	1,661,336	235,250	X	X 28-423		4350
			11,299	1,600	X			1600
VERISIGN INC	COM	92343E102	57,180,200	371,300	X	28-BFMG		371300
			15,400	100	X			100
			23,100	150	X	X		
VERIO INC	COM	923433106	9,524,813	206,500	X	28-BFMG		206500
VERITAS SOFTWARE CO	COM	923436109	37,245,857	461,249	X	28-BFMG		461249
			13,728	170	X			170
VERTICALNET INC	COM	92532L107	675,188	6,500	X	28-BFMG		6500
VETERINARY CTRS AMER INC	COM	925514101	1,977,500	140,000	X	28-BFMG		140000
VIAD CORP 3388	COM	92552R109	291,192	10,470	X	28-423		7082
			27,812	1,000	X			1000
VIACOM INC 690	CL A	925524100	217,028	2,605	X	28-423		1915
			62,484	750	X	X		675
VIACOM INC 200	CL B	925524308	276,992	3,300	X	28-423		3300
			100,724	1,200	X			1000
			45,326	540	X	X		
VIGNETTE CORP	COM	926734104	10,113,600	134,400	X	28-BFMG		134400
VISHAY INTERTECHNOLOGY INC 208445	COM	928298108	277,893	19,165	X	28-423		19165
			3,043,550	209,900	X	28-1115		1455
VISX INC DEL 3200	COM	92844S105	344,198	3,200	X	X 28-423		
			8,067,150	75,000	X	28-BFMG		75000
			115,952	1,078	X			678
VITESSE SEMICONDUCTOR CORP 50	COM	928497106	31,605,188	624,300	X	28-BFMG		624300
			19,643	388	X			338
			131,625	2,600	X	X		2600
			163,257,819					
		COLUMN TOTAL						

ITEM 8:		ITEM 3:	ITEM 4:	ITEM 5:	INVESTMENT			ITEM 7:	VOTING
AUTHORITY		CUSIP	FAIR MARKET	SHARES OR	DISCRETION	ITEM 7:		VOTING	
ITEM 1:	ITEM 2:	CUSIP	FAIR MARKET	PRINCIPAL	(B) SHARED	MANAGERS			
(SHARES)	TITLE OF CLASS	NUMBER	VALUE	AMOUNT	(A) SOLE	(C) OTH	INSTR V	(A) SOLE	
NAME OF ISSUER	TITLE OF CLASS	NUMBER	VALUE	AMOUNT	(A) SOLE	(C) OTH	INSTR V	(A) SOLE	
(B) SHARED (C) NONE									
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	
VLASIC FOODS INTL INC 360 80	COM	928559103	130,612	10,096	X		28-423	9656	
150459 192			2,162,070	167,123	X	X	28-423	16472	
			17,982	1,390	X			1390	
			2,329	180	X	X		180	
VODAFONE GROUP PLC 904	SPONSORED ADR	92857T107	207,276	1,104	X	X	28-423	200	
			215,913	1,150	X		PNC-MASS	1150	
VULCAN INTL CORP	COM	929136109	1,384,605	42,440	X		28-423	42440	
			151,184	4,634	X	X		4634	
VULCAN MATLS CO 300	COM	929160109	508,014	12,297	X	X	28-423	12297	
			74,362	1,800	X			1500	
			101,132	2,448	X	X		2448	
WMX TECHNOLOGIES INC	SUB NTS CV 2%	92929QAF4	2,700,000	24,000	X	X	28-423	24000	
WPS RESOURCES CORP 4366	COM	92931B106	65,903	2,234	X			2234	
			300,546	10,188	X	X		5822	
WACHOVIA CORP 1100 35075	COM	929771103	13,782,955	169,768	X		28-423	133593	
85738 300			9,029,781	111,222	X	X	28-423	25184	
			1,181,271	14,550	X		28-1332	14550	
4400			1,420,773	17,500	X	X	28-1332	13100	
			20,297	250	X			250	
			32,475	400	X	X		400	
WAL MART STORES INC 5905 146328	COM	931142103	135,202,468	1,466,611	X		28-423	1314378	
178586 29059			105,047,547	1,139,505	X	X	28-423	931860	
			38,211,512	414,500	X		28-BFMG	414500	
			13,348,678	144,800	X		28-AMG	144800	
			39,179,475	425,000	X		28-1115	425000	
2167			6,221,055	67,483	X		28-1332	65316	
			1,536,481	16,667	X		PNC-FLA	16667	
			931,089	10,100	X	X	PNC-FLA	10100	
5110			5,468,164	59,316	X		PNC-MASS	54206	
700			86,287	936	X	X		236	
0	COLUMN TOTAL		378,722,236						

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FORM 13F NAME OF REPORTING MANAGER-PNC BANK CORP.

ITEM 8:		ITEM 3:	ITEM 4:	ITEM 5:	INVESTMENT			ITEM 7:	VOTING
AUTHORITY		CUSIP	FAIR MARKET	SHARES OR	DISCRETION	ITEM 7:		VOTING	
ITEM 1:	ITEM 2:	CUSIP	FAIR MARKET	PRINCIPAL	(B) SHARED	MANAGERS			
(SHARES)	TITLE OF CLASS	NUMBER	VALUE	AMOUNT	(A) SOLE	(C) OTH	INSTR V	(A) SOLE	
NAME OF ISSUER	TITLE OF CLASS	NUMBER	VALUE	AMOUNT	(A) SOLE	(C) OTH	INSTR V	(A) SOLE	
(B) SHARED (C) NONE									
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	
WALGREEN CO 64870	COM	931422109	14,107,316	499,374	X		28-423	434504	
			25,005,714	885,158	X	X	28-423	812360	

62198	10600			9,384,650	332,200	X	28-BFMG	332200
				16,941,525	599,700	X	28-1332	599700
				2,100,501	74,354	X	PNC-MASS	61534
12820				163,850	5,800	X		5800
				163,850	5,800	X	X	5800
WARNER LAMBERT CO		COM	934488107	48,905,949	738,203	X	28-423	688881
26725	22597			66,443,715	1,002,924	X	X 28-423	488988
450488	63448			16,575,750	250,200	X	28-BFMG	250200
				13,362,625	201,700	X	28-1115	201700
				7,821,343	118,058	X	28-1332	116329
1729				1,821,875	27,500	X	X 28-1332	27500
				249,100	3,760	X	PNC-FLA	3760
				284,875	4,300	X	PNC-MASS	4000
300				59,625	900	X	X	900
WASHINGTON GAS LT CO		COM	938837101	454,763	20,100	X	28-423	18100
2000				658,207	29,092	X	X 28-423	28092
1000				5,115,513	226,100	X	28-1115	217300
8800								
WASHINGTON MUT INC		COM	939322103	24,997,311	611,555	X	28-423	495790
1710	114055			4,067,308	99,506	X	X 28-423	51261
35274	12971			4,733,325	115,800	X	28-AMG	115800
				38,434,763	940,300	X	28-1115	911700
28600				1,266,553	30,986	X	28-1332	29333
1653				1,478,858	36,180	X	PNC-MASS	34030
2150				134,356	3,287	X		3287
				59,064	1,445	X	X	945
500								
WASTE MGMT INC DEL		COM	94106L109	1,977,616	44,566	X	28-423	42320
1449	797			1,181,928	26,635	X	X 28-423	16779
9711	145			33,370	752	X		752
WATERS CORP		COM	941848103	7,879,650	75,000	X	28-BFMG	75000
WEATHERFORD INTL INC		COM	947074100	340,827	13,046	X	X 28-423	
1016	12030							
WEBSTER FINL CORP CONN		COM	947890109	7,939,528	274,962	X	28-423	274962
				6,713,438	232,500	X	28-1115	223100
9400								
0			COLUMN TOTAL	330,858,641				
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NAME OF REPORTING MANAGER-PNC BANK CORP.

ITEM 8:	ITEM 1:	ITEM 2:	ITEM 3:	ITEM 4:	ITEM 5:	ITEM 6:	ITEM 7:	ITEM 8:
AUTHORITY	(SHARES)	TITLE OF CLASS	CUSIP	FAIR MARKET	SHARES OR	INVESTMENT	MANAGERS	VOTING
(B) SHARED (C) NONE	(B) SHARED (C) NONE		NUMBER	VALUE	PRINCIPAL	(B) SHARED		
<S>	<S>	<C>	<C>	<C>	<C>	(A) SOLE (C) OTH	INSTR V	(A) SOLE
<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
WEINGARTEN RLTY INVS	SH BEN INT	948741103	844,013	21,300	X	X 28-423	19900	
1400			36,455	920	X		920	
WELLMAN INC		COM	949702104	1,416,574	159,614	X	28-423	159614



18200				3,968,013	447,100	X	28-1115	428900
28300	WELLPOINT HEALTH NETWORK NEW	COM	94973H108	2,145,480	28,300	X	28-1115	
1600	WELLS FARGO & CO NEW	COM	949746101	24,205,543	690,364	X	28-423	649464
226900	13500			15,152,113	432,152	X X	28-423	191752
31400				44,058,909	1,256,600	X	28-1115	1225200
600	300			319,064	9,100	X	28-1332	9100
				241,928	6,900	X X	28-1332	6000
				700,118	19,968	X	PNC-FLA	19968
				378,670	10,800	X X	PNC-FLA	10800
				223,766	6,382	X	PNC-MASS	6382
				3,506	100	X X		100
102700	WENDYS INTL INC	COM	950590109	2,940,386	103,400	X	28-1115	700
				98,449	3,462	X		3462
				35,546	1,250	X X		1250
	WESBANCO INC	COM	950810101	2,543,604	84,435	X	28-423	84435
				587,438	19,500	X X	28-423	19500
	WESTERN WIRELESS CORP	CL A	95988E204	1,812,500	50,000	X	28-BFMG	50000
				145,000	4,000	X		4000
118019	WESTINGHOUSE AIR BRAKE CO NEW	COM	960386100	7,594,283	363,798	X	28-423	245779
10000				2,487,256	119,150	X X	28-423	109150
				4,469,338	214,100	X	28-1332	214100
9300	WESTVACO CORP	COM	961548104	427,035	20,335	X	28-423	11035
6448	3200			351,330	16,730	X X	28-423	7082
				5,814,900	276,900	X	28-1115	276900
271	WEYERHAEUSER CO	COM	962166104	1,423,464	25,648	X	28-423	23959
9906	1418			1,205,294	21,717	X X	28-423	11401
	410			144,300	2,600	X X		2600
53300	WHIRLPOOL CORP	COM	963320106	2,919,938	53,700	X	28-1115	400
				182,646	3,359	X		3359
				97,875	1,800	X X		1800
0	COLUMN TOTAL			128,974,734				

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FORM 13F

NAME OF REPORTING MANAGER-PNC BANK CORP.

ITEM 8:	ITEM 1:	ITEM 2:	ITEM 3:	ITEM 4:	ITEM 5:	ITEM 6:	ITEM 7:	ITEM 8:
AUTHORITY	(SHARES)	TITLE OF CLASS	CUSIP	FAIR MARKET VALUE	SHARES OR PRINCIPAL AMOUNT	INVESTMENT (B) SHARED (A) SOLE (C) OTH	MANAGERS INSTR V	VOTING (A) SOLE
(B) SHARED (C) NONE			NUMBER	VALUE	AMOUNT	(A) SOLE (C) OTH	INSTR V	(A) SOLE
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
WHITTMAN-HART INC	COM		966834103	15,032,800	699,200	X	28-BFMG	699200
WILLAMETTE INDS INC	COM		969133107	381,275	10,100	X	28-423	9600
500				295,658	7,832	X X	28-423	4132
3700								
WILLIAMS COS INC DEL	COM		969457100	1,012,188	25,625	X	28-423	25325
300				1,639,171	41,498	X X	28-423	9986

31012	500			316,000	8,000	X	PNC-MASS		
8000				53,088	1,344	X		1344	
		WILMINGTON TRUST CORP	COM	971807102	205,650	3,600	X	28-423	3600
					2,141,045	37,480	X	X 28-423	4800
20480	12200				9,133,659	159,889	X	28-1332	159689
200					4,347,098	76,098	X	X 28-1332	72026
2872	1200								
		WINN DIXIE STORES INC	COM	974280109	253,104	6,772	X	28-423	6108
664					250,413	6,700	X	X 28-423	5680
1020					33,040	884	X	X	884
		WISCONSIN ENERGY CORP	COM	976657106	863,173	33,120	X	28-423	29870
600	2650				783,867	30,077	X	X 28-423	16707
12170	1200				39,093	1,500	X		1500
					53,427	2,050	X	X	2050
		WOLVERINE TUBE INC	COM	978093102	2,532,043	119,860	X	28-423	119860
10400					4,381,325	207,400	X	28-1115	197000
		WORTHINGTON INDS INC	COM	981811102	430,638	36,650	X	28-423	36650
7500	4500				141,000	12,000	X	X 28-423	
		WRIGLEY WM JR CO	COM	982526105	497,404	5,500	X	28-423	5500
1500					1,139,506	12,600	X	X 28-423	11100
					11,909,829	131,692	X	28-1332	131692
					162,787	1,800	X		1800
					63,306	700	X	X	700
		XILINX INC	COM	983919101	7,552,644	186,200	X	28-BFMG	186200
					9,329	230	X		230
					64,899	1,600	X	X	1600
0		COLUMN TOTAL			65,718,459				
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FORM 13F

NAME OF REPORTING MANAGER-PNC BANK CORP.

ITEM 8:	ITEM 1:	ITEM 2:	ITEM 3:	ITEM 4:	ITEM 5:	ITEM 6:	ITEM 7:	ITEM 8:	
AUTHORITY	(SHARES)	TITLE OF CLASS	CUSIP	FAIR MARKET VALUE	SHARES OR PRINCIPAL	INVESTMENT (B) SHARED (A) SOLE (C) OTH	MANAGERS	VOTING (A) SOLE	
(B) SHARED (C) NONE	<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	
XEROX CORP	6900	COM	984121103	28,615,270	548,974	X	28-423	413844	
128230				9,645,210	185,040	X	X 28-423	73092	
97548	14400			5,431,425	104,200	X	28-AMG	104200	
39300				61,274,501	1,175,530	X	28-1115	1136230	
1624				626,751	12,024	X	28-1332	10400	
				244,466	4,690	X	X 28-1332	4690	
				557,738	10,700	X	PNC-FLA	10700	
				91,219	1,750	X		1750	
		XYLAN CORP	COM	984151100	303,920	8,256	X	28-423	8256
		YAHOO INC	COM	984332106	569,781	3,384	X	28-423	3384
2600				437,775	2,600	X	X 28-423		
				7,846,275	46,600	X	28-BFMG	46600	

			111,801	664	X		664
XICOR INC	COM	984903104	19,200	12,800	X	28-423	12800
			21,450	14,300	X	28-1115	13200
1100							
YOUNG BROADCASTING INC	CL A	987434107	456,250	10,000	X	PNC-MASS	10000
ZALE CORP NEW	COM	988858106	3,745,186	109,550	X	28-423	109550
ZARING NATL CORP	COM	989136106	425,000	50,000	X	28-423	50000
ZOLL MED CORP	COM	989922109	194,700	17,700	X	PNC-FLA	17700
0	COLUMN TOTAL		120,617,918				
0	GRANDTOTAL		33,848,936,513				
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0 ENTITY TOTALS FAIR MARKET ENTITY

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367,491,571 21,262,206,738 28-423

87,955,136 4,943,373,144 28-BFMG

7,965,300 506,479,353 28-AMG

135,178,530 5,501,493,155 28-1115

20,132,142 1,250,549,825 28-1332

3,823,623 227,489,710 PNC-FLA

2,798,112 157,344,606 PNC-MASS

0 GRAND TOTALS 33,848,936,531

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