

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

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

(Mark One)

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

FOR THE YEAR ENDED DECEMBER 31, 1998

OR

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

For the transition period from _____ to _____

COMMISSION FILE NUMBER 1-9718

PNC BANK CORP.
(Exact name of registrant as specified in its charter)

PENNSYLVANIA 25-1435979
(State or other jurisdiction of (I.R.S. Employer
incorporation or organization) Identification No.)

ONE PNC PLAZA
249 FIFTH AVENUE
PITTSBURGH, PENNSYLVANIA 15222-2707
(Address of principal executive offices)
(Zip Code)

(412) 762-1553
(Registrant's telephone number, including area code)

(Former name or former address, if changed since last report)

By filing this amendment ("Amendment No. 1"), the undersigned registrant hereby amends its Annual Report on Form 10-K for the year ended December 31, 1998 ("1998 Form 10-K"), to include, as permitted by Rule 15d-21 under the Securities Exchange Act of 1934, as amended ("Exchange Act"), the financial statements and exhibits required by Form 11-K with respect to the PNC Bank Corp. Incentive Savings Plan, as amended ("PNC Plan").

In accordance with Rule 12b-15 of the Exchange Act, Item 14 of Part IV of the 1998 Form 10-K is hereby amended and restated to read in its entirety as follows:

PART IV

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

The following report of independent auditors of the Corporation and consolidated financial information of the Corporation included in the Annual Report to Shareholders are incorporated herein by reference.

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

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FINANCIAL STATEMENT SCHEDULES

Not applicable.

REPORTS ON FORM 8-K

Since December 31, 1998, the Corporation filed the following Current Reports on Form 8-K:

Form 8-K dated as of December 23, 1998, reporting developments regarding the Corporation's credit card business, filed pursuant to Item 5.

Form 8-K dated as of January 19, 1999, reporting the Corporation's consolidated financial results for the three months and year ended December 31, 1998, filed pursuant to Item 5.

Form 8-K dated as of February 16, 1999, reporting the public offering of \$250,000,000 of 6 1/8% subordinated notes due 2009, filed pursuant to Item 5.

Form 8-K dated as of March 29, 1999, reporting developments regarding the Corporation's credit card business, filed pursuant to Item 5.

Form 8-K dated as of April 22, 1999, reporting the Corporation's consolidated financial results for the three months ended March 31, 1999 and information on the Corporation's businesses for the three months ended March 31, 1999 and 1998, filed pursuant to Item 5.

EXHIBITS

The exhibits listed on the Exhibit Index on pages 24 and 25 of this Form 10-K/A are filed herewith or are incorporated herein by reference.

Audited Financial Statements

Years ended December 31, 1998 and 1997

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Report of Independent Auditors

Administrative Committee
PNC Bank Corp.
Incentive Savings Plan

We have audited the accompanying statements of net assets available for benefits of the PNC Bank Corp. Incentive Savings Plan as of December 31, 1998 and 1997, and the related statements of changes in net assets available for benefits for the years then ended. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

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

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan at December 31, 1998 and 1997, and the changes in its net assets available for benefits for the years then ended, in conformity with generally accepted accounting principles.

Our audits were made for the purpose of forming an opinion on the financial statements taken as a whole. The accompanying supplemental schedules of assets held for investment purposes and loans as of December 31, 1998, and reportable transactions for the year ended December 31, 1998, are presented for purposes of additional analysis and are not a required part of the financial statements but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. These supplemental schedules are the responsibility of the Plan's management. The Fund Information in the statements of net assets available for benefits and the statements of changes in net assets available for benefits is presented for purposes of additional analysis rather than to present the net assets available for benefits and changes in net assets available for benefits of each fund. The supplemental schedules and Fund Information have been subjected to the auditing procedures applied in our audits of the financial statements and, in our opinion, are fairly stated in all material respects in relation to the financial statements taken as a whole.

/s/ Ernst & Young LLP

June 4, 1999

PNC Bank Corp.
Incentive Savings Plan

Statement of Net Assets Available for Benefits, with Fund Information
December 31, 1998

<TABLE>
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	PNC BALANCED PROFILE FUND	PNC AGGRESSIVE PROFILE FUND	PNC CONSERVATIVE PROFILE FUND	BLACKROCK MONEY MARKET PORTFOLIO	BLACKROCK LARGE CAP VALUE EQUITY PORTFOLIO

<S>	<C>	<C>	<C>	<C>	<C>
Investments at fair value:					
Investments in Master Trust	\$2,237,920	\$219,947,201	\$1,770,165	\$67,309,996	\$3,124,070
Other investments:					
PNC Bank Corp. common stock					
Interest-bearing cash				1,890,050	
Participant loans					

Total investments	2,237,920	219,947,201	1,770,165	69,200,046	3,124,070
Accrued income				7,941	
Due to (from) fund/other assets (liabilities)					

Total assets	2,237,920	219,947,201	1,770,165	69,207,987	3,124,070
ESOP note payable					
Accrued interest payable					
=====					
Net assets available for benefits	\$2,237,920	\$219,947,201	\$1,770,165	\$69,207,987	\$3,124,070

</TABLE>

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	BLACKROCK INDEX EQUITY PORTFOLIO	BLACKROCK SMALL CAP VALUE EQUITY PORTFOLIO	BLACKROCK INTERNATIONAL EQUITY PORTFOLIO
<S>	<C>	<C>	<C>
Investments at fair value:			
Investments in Master Trust	\$13,764,628	\$1,257,990	\$469,292
Other investments:			
PNC Bank Corp. common stock			
Interest-bearing cash			
Participant loans			

Total investments	13,764,628	1,257,990	469,292
Accrued income			
Due to (from) fund/other assets (liabilities)			

Total assets	13,764,628	1,257,990	469,292
ESOP note payable			
Accrued interest payable			
=====			
Net assets available for benefits	\$13,764,628	\$1,257,990	\$469,292

</TABLE>

See accompanying notes to financial statements.

PNC Bank Corp.
Incentive Savings Plan

Statement of Net Assets Available for Benefits,
with Fund Information (continued)
December 31, 1998

<TABLE>
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	BLACKROCK SMALL CAP GROWTH EQUITY PORTFOLIO	BLACKROCK CORE BOND PORTFOLIO	PNC BANK CORP. STOCK FUND	PNC BANK CORP. ALLOCATED ESOP FUND
<S>	<C>	<C>	<C>	<C>
Investments at fair value:				
Investments in Master Trust	\$1,739,005	\$64,708,454		
Other investments:				
PNC Bank Corp. common stock			\$298,133,016	\$226,642,586
Interest-bearing cash				17,322
Participant loans				
Total investments	1,739,005	64,708,454	298,133,016	226,659,908
Accrued income				
Due to (from) fund/other assets (liabilities)				1,198,534
Total assets	1,739,005	64,708,454	298,133,016	227,858,442
ESOP note payable				
Accrued interest payable				
Net assets available for benefits	\$1,739,005	\$64,708,454	\$298,133,016	\$227,858,442

</TABLE>

<TABLE>
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	PNC BANK CORP. UNALLOCATED ESOP FUND	LOAN FUND	TOTAL
<S>	<C>	<C>	<C>
Investments at fair value:			
Investments in Master Trust			\$ 376,328,721
Other investments:			
PNC Bank Corp. common stock	\$76,655,106		601,430,708
Interest-bearing cash			1,907,372
Participant loans		\$30,193,660	30,193,660
Total investments	76,655,106	30,193,660	1,009,860,461
Accrued income	7,526		15,467
Due to (from) fund/other assets (liabilities)	(1,198,534)		
Total assets	75,464,098	30,193,660	1,009,875,928
ESOP note payable	(31,832,881)		(31,832,881)
Accrued interest payable	(1,171,917)		(1,171,917)
Net assets available for benefits	\$42,459,300	\$30,193,660	\$ 976,871,130

</TABLE>

See accompanying notes to financial statements.

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	EQUITY FUND A	INTERMEDIATE- TERM FIXED INCOME-- FUND B	SHORT-TERM FIXED INCOME --FUND C	PNC BANK CORP. STOCK --FUND D

<S>	<C>	<C>	<C>	<C>
Investments at fair value:				
PNC Bank common stock				\$347,536,137
PNC Bank preferred stock				61,333
Short-term investments Compass Capital Funds:				
Interest-bearing cash	\$5,096,345	\$ 1,550,429	\$78,921,669	1,574,747
Registered investment companies PNC Funds:				
Small Cap Growth Equity Portfolio	8,132,880			
International Equity Portfolio	42,943,103			
Small Cap Value Equity Portfolio	8,526,487			
International Emerging Markets Portfolio	10,561,421			
Mid Cap Growth Equity Portfolio	13,264,058			
Mid Cap Value Equity Portfolio	12,841,875			
Intermediate Term Bond Portfolio		24,944,759		
Managed Income Portfolio		35,195,764		
Large Cap Growth Equity Portfolio	33,845,359			
Large Cap Value Equity Portfolio	35,082,767			
Value Equity Portfolio	49,612,685			
Core Bond Portfolio	320	4,349,727		
Participant loans				
Other		75,095		

Total investments	219,907,300	66,115,774	78,921,669	349,172,217
Contribution receivable				
Accrued income	22,334	6,605	363,959	7,519
Due to (from) fund/other assets (liabilities)	2,262,896	(326,221)	20,466	1,403,906

Total assets	222,192,530	65,796,158	79,306,094	350,583,642
ESOP note payable				
Accrued employer match				
Accrued interest payable				
=====				
Net assets available for benefits	\$222,192,530	\$65,796,158	\$79,306,094	\$350,583,642
=====				

</TABLE>

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	PNC BANK CORP. ALLOCATED ESOP FUND	PNC BANK CORP. UNALLOCATED ESOP FUND	LOAN FUND	TOTAL

<S>	<C>	<C>	<C>	<C>
Investments at fair value:				
PNC Bank common stock	\$214,752,364	\$134,790,364		\$
697,078,865				
PNC Bank preferred stock				
61,333				
Short-term investments Compass Capital Funds:				
Interest-bearing cash		409	\$ 446,628	
87,590,227				
Registered investment companies PNC Funds:				
Small Cap Growth Equity Portfolio				
8,132,880				
International Equity Portfolio				
42,943,103				
Small Cap Value Equity Portfolio				
8,526,487				
International Emerging Markets Portfolio				
10,561,421				
Mid Cap Growth Equity Portfolio				
13,264,058				
Mid Cap Value Equity Portfolio				
12,841,875				
Intermediate Term Bond Portfolio				
24,944,759				
Managed Income Portfolio				
35,195,764				
Large Cap Growth Equity Portfolio				

33,845,359				
Large Cap Value Equity Portfolio				
35,082,767				
Value Equity Portfolio				
49,612,685				
Core Bond Portfolio				
4,350,047				
Participant loans			29,025,613	
29,025,613				
Other				
75,095				

Total investments	214,752,364	134,790,773	29,472,241	
1,093,132,338				
Contribution receivable	13,890,529			
13,890,529				
Accrued income	6,259	31,893		
438,569				
Due to (from) fund/other assets (liabilities)	5,296,920	(5,323,315)	(2,612,832)	721,820

Total assets	233,946,072	129,499,351	26,859,409	
1,108,183,256				
ESOP note payable		(47,600,000)		
(47,600,000)				
Accrued employer match		(13,890,529)		
(13,890,529)				
Accrued interest payable		(1,738,124)		
(1,738,124)				
=====				
Net assets available for benefits	\$233,946,072	\$ 66,270,698	\$26,859,409	\$1,044,954,603
=====				

</TABLE>

See accompanying notes to financial statements.

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PNC Bank Corp.
Incentive Savings Plan

Statement of Changes in Net Assets Available for Benefits,
with Fund Information
Year ended December 31, 1998

<TABLE>
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	PNC BALANCED PROFILE FUND	PNC AGGRESSIVE PROFILE FUND	PNC CONSERVATIVE PROFILE FUND	BLACKROCK MONEY MARKET PORTFOLIO
<S>	<C>	<C>	<C>	<C>
Net assets available for benefits at January 1, 1998		\$222,192,530		\$ 79,306,094
Additions:				
Interest and dividends	\$ 1,905	1,197,756	\$ 1,094	3,868,694
Contributions:				
Employer	1,239	342,245	557	402,223
Employee	37,157	18,012,613	14,322	4,455,008
Rollover	3,835	668,502	17,789	331,797
Deductions:				
Distributions to participants or Beneficiaries		(32,073,276)		(19,378,973)
Expenses	(263)	(54,098)	(177)	(16,366)
Net transfers	1,950,234	(20,829,952)	1,681,537	(123,896)
ESOP activity:				
Interest expense				
Other ESOP activity				
Net realized and unrealized appreciation (depreciation)	243,813	30,083,664	55,043	
Net assets received in mergers		180,468		371,701
Other		226,749		(8,295)

Net assets available for benefits				

at December 31, 1998	\$2,237,920	\$219,947,201	\$1,770,165	\$ 69,207,987
<hr/>				
</TABLE>				
<TABLE>				
<CAPTION>				
	BLACKROCK LARGE CAP VALUE EQUITY PORTFOLIO	BLACKROCK INDEX EQUITY PORTFOLIO	BLACKROCK SMALL CAP VALUE EQUITY PORTFOLIO	BLACKROCK INTERNATIONAL EQUITY PORTFOLIO
<hr/>				
<S>	<C>	<C>	<C>	<C>
Net assets available for benefits at January 1, 1998				
Additions:				
Interest and dividends	\$ 118,873	\$ 53,177	\$ 45,140	\$ 19,581
Contributions:				
Employer	617	2,100	303	
Employee	79,709	221,876	38,341	16,291
Rollover	14,793	19,939	5,118	3,273
Deductions:				
Distributions to participants or Beneficiaries	(35,458)			
Expenses	(425)	(1,686)	(182)	(58)
Net transfers	2,834,678	12,067,684	1,098,837	404,719
ESOP activity:				
Interest expense				
Other ESOP activity				
Net realized and unrealized appreciation (depreciation)	111,283	1,401,538	70,433	25,486
Net assets received in mergers Other				
<hr/>				
Net assets available for benefits at December 31, 1998	\$3,124,070	\$13,764,628	\$1,257,990	\$469,292
<hr/>				

</TABLE>

See accompanying notes to financial statements.

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PNC Bank Corp.
Incentive Savings Plan

Statement of Changes in Net Assets Available for Benefits,
with Fund Information (continued)
Year ended December 31, 1998

<TABLE>				
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	BLACKROCK SMALL CAP GROWTH EQUITY PORTFOLIO	BLACKROCK CORE BOND PORTFOLIO	PNC BANK CORP. STOCK FUND	PNC BANK CORP. ALLOCATED ESOP FUND
<hr/>				
<S>	<C>	<C>	<C>	<C>
Net assets available for benefits at January 1, 1998		\$ 65,796,158	\$350,583,642	\$233,946,072
Additions:				
Interest and dividends	\$2,111	5,420,866	9,436,717	6,443,779
Contributions:				
Employer	406	137,066	2,187,166	
Employee	57,285	4,581,028	8,111,042	
Rollover	7,379	183,645	581,690	
Deductions:				
Distributions to participants or Beneficiaries		(10,672,276)	(49,522,842)	(26,276,861)
Expenses	(200)	(15,598)	(71,931)	(53,624)
Net transfers	1,369,832	(461,970)	(4,177,237)	(1,060,177)
ESOP activity:				
Interest expense				
Other ESOP activity				26,607,420
Net realized and unrealized appreciation (depreciation)	302,192	(307,794)	(17,040,087)	(11,982,168)
Net assets received in mergers Other		71,780 (24,451)	(1,955,144)	234,001
<hr/>				
Net assets available for benefits at December 31, 1998	\$1,739,005	\$ 64,708,454	\$298,133,016	\$227,858,442
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	PNC BANK CORP. UNALLOCATED ESOP FUND	LOAN FUND	TOTAL
<S>	<C>	<C>	<C>
Net assets available for benefits at January 1, 1998	\$ 66,270,698	\$26,859,409	\$1,044,954,603
Additions:			
Interest and dividends	3,102,521	1,092,429	30,804,643
Contributions:			
Employer	7,341,428		10,415,350
Employee			35,624,672
Rollover			1,837,760
Deductions:			
Distributions to participants or Beneficiaries		(2,993,876)	(140,953,562)
Expenses			(214,608)
Net transfers		5,245,711	
ESOP activity:			
Interest expense	(2,447,597)		(2,447,597)
Other ESOP activity	(26,607,420)		
Net realized and unrealized appreciation (depreciation)	(6,383,732)		(3,420,329)
Net assets received in mergers		103	624,052
Other	1,183,402	(10,116)	(353,854)
Net assets available for benefits at December 31, 1998	\$ 42,459,300	\$30,193,660	\$ 976,871,130

</TABLE>

See accompanying notes to financial statements.

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PNC Bank Corp.
Incentive Savings Plan

Statement of Changes in Net Assets Available for Benefits,
with Fund Information
Year ended December 31, 1997

<TABLE>
<CAPTION>

PNC BANK CORP. ALLOCATED ESOP FUND	INTERMEDIATE-			
	EQUITY FUND A	INCOME-- FUND B	SHORT-TERM FIXED INCOME --FUND C	PNC BANK CORP. STOCK --FUND D

<S>	<C>	<C>	<C>	<C>
Net assets available for benefits at January 1, 1997	\$156,096,804	\$55,417,543	\$ 60,469,746	\$218,354,703
\$131,619,271				
Additions:				
Interest and dividends	18,615,296	4,645,389	4,765,536	12,038,018
5,370,382				
Contributions:				
Employer	460,196	193,618	304,917	
Employee	16,876,580	5,002,814	5,204,913	7,171,907
Rollover	1,002,879	232,716	286,815	272,701
Deductions:				
Distributions to participants or beneficiaries	(16,683,815)	(6,564,618)	(15,389,481)	(32,448,430)
(13,273,451)				
Net transfers	6,048,460	(2,303,953)	(842,499)	(4,823,151)
(869,890)				
ESOP activity:				
Interest expense				
Other ESOP activity				
39,219,467				

Net realized and unrealized appreciation 71,861,813	17,471,782	919,225		117,854,617
Net assets received in mergers 18,480	22,304,348	8,253,424	24,506,147	32,163,277
Other				

Net assets available for benefits at December 31, 1997	\$222,192,530	\$65,796,158	\$ 79,306,094	\$350,583,642
\$233,946,072				

</TABLE>

<TABLE>
<CAPTION>

	PNC BANK CORP. UNALLOCATED ESOP FUND		LOAN FUND	TOTAL
<S>	<C>	<C>	<C>	
Net assets available for benefits at January 1, 1997	\$ 44,437,399	\$23,707,248	\$	690,102,714
Additions:				
Interest and dividends	4,440,725	2,043,231		51,918,577
Contributions:				
Employer	11,579,000			12,537,731
Employee				34,256,214
Rollover				1,795,111
Deductions:				
Distributions to participants or beneficiaries		(1,986,724)		(86,346,519)
Net transfers		2,791,033		
ESOP activity:				
Interest expense	(3,515,249)			(3,515,249)
Other ESOP activity	(39,219,467)			
Net realized and unrealized appreciation	48,548,290			256,655,727
Net assets received in mergers		13,116		87,258,792
Other		291,505		291,505

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

</TABLE>

See accompanying notes to financial statements.

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PNC Bank Corp.
Incentive Savings Plan

Notes to Financial Statements

December 31, 1998

1. SIGNIFICANT ACCOUNTING POLICIES

VALUATION

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

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

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

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

2. DESCRIPTION OF THE PLAN

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

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PNC Bank Corp.
Incentive Savings Plan

Notes to Financial Statements (continued)

2. DESCRIPTION OF THE PLAN (CONTINUED)

The Plan allows participants to contribute from 1 to 15 percent of their biweekly base compensation on a pretax 401(k) basis. PNC Bank matches 100 percent of employee contributions up to 6 percent of base compensation, subject to Internal Revenue Service (IRS) limitations. For the plan year ended December 31, 1997, an additional 38 percent, \$10.6 million, employer matching contribution was made to eligible participants in accordance with the terms of the Employee Stock Ownership Plan (ESOP) contained in the Plan document. This allocation was the result of shares released from the ESOP that were in excess of the amount required to satisfy the standard employer match on the first six percent of elective deferrals. Participants are fully vested in their balances, including the employer contributions. Prior to July 1, 1998, plan income was allocated to participants based on an average participant investment balance on a quarterly basis. Effective July 1, 1998, participants' accounts are valued on a daily basis.

Prior to July 1998, participants could elect to invest any voluntary contributions and balances rolled over from prior plans in any of the following investment options: Fund A (an equity fund), Fund B (an intermediate-term fixed income fund), Fund C (a short-term fixed income fund), and Fund D (PNC Bank Corp. common stock). Effective July 1, 1998, balances in the old funds were transferred or re-named to the following:

Old Fund -----	New Fund as of July 1, 1998 -----
Fund A - Equity	PNC Aggressive Profile Fund
Fund B - Intermediate Term Fixed Income	BlackRock Core Bond Portfolio
Fund C - Short-Term Fixed Income	BlackRock Money Market Portfolio
Fund D - PNC Bank Corp. Common Stock	PNC Bank Corp. Common Stock Fund

In addition, seven new investment fund options were added to the Plan as follows: BlackRock Index Equity Portfolio, BlackRock Small Cap Growth Equity Portfolio, BlackRock Large Cap Value Equity Portfolio, BlackRock Small Cap Value Equity Portfolio, BlackRock International Equity Portfolio, PNC Conservative Profile Fund, and PNC Balanced Profile Fund. Employer matching contributions for participants whose age is under 55 are made in PNC Bank Corp. Common Stock. Participants age 55 or older can choose to have their matching contribution made in PNC Bank Corp. Common Stock or in cash to invest in the other ten funds.

Benefits to participants for withdrawals requested, but yet to be paid, were \$15,360,392 at December 31, 1997. There were no withdrawals requested but not yet paid at December 31, 1998.

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PNC Bank Corp.
Incentive Savings Plan

Notes to Financial Statements (continued)

2. DESCRIPTION OF THE PLAN (CONTINUED)

The Plan has a loan feature that allows participants to borrow against their balance in accordance with the loan policies established by the Administrative Committee. Such borrowings are reflected in the Loan Fund. Under certain circumstances, the Plan permits withdrawals by participants.

Although it has not expressed an interest to do so, PNC Bank has the right under the Plan to discontinue contributions at any time and to terminate the Plan

subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

The Plan includes a leveraged employee stock ownership plan (ESOP). In January 1990, the ESOP borrowed \$140 million from PNC Bank and purchased approximately 7,350,000 shares of PNC Bank Corp. Common Stock through open market purchases. In December 1998, the balance of the remaining ESOP note was refinanced and the new note extended to 2002. The unallocated shares of PNC Bank Corp. Common Stock are pledged as security on the ESOP note. The ESOP shares are used to match a portion of PNC Bank's matching contributions to the Plan.

PNC Bank is obligated to make annual contributions sufficient to fund principal and interest payments on the ESOP note net of investment income and realized gains and losses in the unallocated ESOP fund. Shares of PNC Bank Corp. Common Stock allocated to participants totaled 631,400 in 1998 and 947,314 in 1997.

The effective interest rate on the ESOP fixed rate note was 5.36 % in 1998. Principal payments are due on an annual basis and interest payments are due quarterly. The following is a schedule of debt maturities:

<TABLE>	
<S>	<C>
1999	\$ 9,000,000
2000	8,000,000
2001	8,600,000
2002	6,232,881

	\$31,832,881
	=====

</TABLE>

At December 31, 1998, the ESOP held 1,419,539 unallocated shares of PNC Bank Corp. Common Stock with a market value of \$76,655,106. These assets will be used to match future participant contributions.

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PNC Bank Corp.
Incentive Savings Plan

Notes to Financial Statements (continued)

2. DESCRIPTION OF THE PLAN (CONTINUED)

Certain of the Plan's investments are in a Master Trust which was established on July 1, 1998 for the investment of assets of the Plan and the PNC Retirement Savings Plan. Each participating retirement plan has an undivided interest in the Master Trust. At December 31, 1998, the Plan's interest in the net assets of the Master Trust was approximately 97%. Investment income and expenses are allocated to the Plan based upon its pro rata share in the net assets of the Master Trust.

The following table presents the fair value of investments in the Master Trust at December 31, 1998.

<TABLE>	
<CAPTION>	
	DECEMBER 31
	1998

<S>	<C>
Investments at fair value:	
PNC Balanced Profile Fund	\$ 2,255,414
PNC Aggressive Profile Fund	225,803,407
PNC Conservative Profile Fund	1,782,304
BlackRock Money Market Portfolio	69,039,596
BlackRock Large Cap Value Equity Portfolio	3,192,939
BlackRock Index Equity Portfolio	13,942,125
BlackRock Small Cap Value Equity Portfolio	1,278,676
BlackRock International Equity Portfolio	488,561
BlackRock Small Cap Growth Equity Portfolio	1,771,885
BlackRock Core Bond Portfolio	66,677,771

	\$386,232,678
	=====

</TABLE>

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PNC Bank Corp.
Incentive Savings Plan

2. DESCRIPTION OF THE PLAN (CONTINUED)

The following table presents income recorded by the Master Trust for the period July 1, 1998 through December 31, 1998.

	JULY 1, 1998 THROUGH DECEMBER 31 1998 -----
<S>	<C>
Net appreciation (depreciation) in fair value of investments:	
PNC Balanced Profile Fund	\$ 249,682
PNC Aggressive Profile Fund	1,278,007
PNC Conservative Profile Fund	56,325
BlackRock Large Cap Value Equity Portfolio	117,341
BlackRock Index Equity Portfolio	1,451,540
BlackRock Small Cap Value Equity Portfolio	75,572
BlackRock International Equity Portfolio	26,338
BlackRock Small Cap Growth Equity Portfolio	316,831
BlackRock Core Bond Portfolio	(733,233)

	2,838,403
Interest and dividend income	4,599,866

	\$ 7,438,269
	=====

</TABLE>

3. TRANSACTIONS WITH PARTIES-IN-INTEREST

PNC Bank, N.A., a wholly owned subsidiary of PNC Bank, is the Plan's trustee. Investments under the Plan are participant directed. Investment options include various portfolios of the BlackRock Funds, which are registered investment companies (mutual funds) from which PNC Bank affiliates, including BlackRock Financial Management, Inc. and PFPC Inc., receive compensation for providing services, such as investment advisory, custodial and transfer agency services, to the mutual funds. Prior to February 12, 1998, PNC Bank paid administrative costs incurred by the Plan. Effective February 12, 1998, certain plan administrative expenses are paid by the Plan.

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PNC Bank Corp.
Incentive Savings Plan

Notes to Financial Statements (continued)

4. INCOME TAX STATUS

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

5. PLAN MERGERS AND DIVESTITURES

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

6. SUBSEQUENT EVENTS

Effective January 1, 1999, eligible compensation under the Plan was amended to include overtime and eligible variable compensation.

Effective April 1, 1999, participants who have attained the age of 50, versus the current age of 55, can choose to have their matching contribution made in PNC Bank Corp. Common Stock or in cash to invest in the other available investment options.

Effective May 16, 1998, participants in the former Midland Services Inc. 401(k) Plan became eligible to participate in the Plan. Assets of approximately \$5.8 million from the Midland Services Inc. Plan were merged into the Plan during January 1999.

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PNC Bank Corp.
Incentive Savings Plan

Notes to Financial Statements (continued)

7. RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

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

<TABLE>
<CAPTION>

	DECEMBER 31	
	1998	1997

<S>	<C>	<C>
Net assets available for benefits per the financial statements	\$ 976,871,130	\$ 1,044,954,603
Amounts allocated to withdrawing participants		(15,360,392)
	=====	=====
Net assets available for benefits per the Form 5500	\$ 976,871,130	\$ 1,029,594,211
	=====	=====

</TABLE>

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

<TABLE>
<CAPTION>

	YEAR ENDED DECEMBER 31, 1998

<S>	<C>
Benefits paid to participants per the financial statements	\$ 140,953,562
Add: Amounts allocated to withdrawing participants at December 31, 1998	
Less: Amounts allocated to withdrawing participants at December 31, 1997	(15,360,392)
	=====
Benefits paid to participants per the Form 5500	\$ 125,593,170
	=====

</TABLE>

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

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PNC Bank Corp.
Incentive Savings Plan

EIN 25-1435979 Plan 001

Line 27a--Schedule of Assets Held for Investment Purposes
December 31, 1998

<TABLE>
<CAPTION>

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

<S>	<C>	<C>	<C>
Interest-Bearing Cash			

*BlackRock Money Market

Portfolio	1,890,050 shares	\$ 1,890,050	\$ 1,890,050
PNC BANK CORP. STOCK FUND			
Common Stock			

*PNC Bank Corp.	5,520,858 shares	139,431,065	298,126,332
Preferred Stock			

*PNC Bank Corp.	87 shares	1,155	6,684

Total PNC Bank Corp. Stock Fund		139,432,220	298,133,016
ESOP ACCOUNT			
Common Stock			

*PNC Bank Corp:			
Allocated Account	4,197,406 shares	97,471,142	226,642,586
*Unallocated Account	1,419,539 shares	26,205,357	76,655,106
Interest-Bearing Cash			

*PNC Money Market			
Institutional Class	17,322 shares	17,322	17,322

Total ESOP Account		123,693,821	303,315,014

</TABLE>

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PNC Bank Corp.
Incentive Savings Plan
EIN 25-1435979 Plan 001

Line 27a--Schedule of Assets Held for Investment Purposes (continued)
December 31, 1998

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

LOAN FUND			

Participant Loans			

	Rates ranging from 6.00% to 12.40%; maturing January 1, 1999 through June 5, 2014		30,193,660

Total PNC Bank Corp. Incentive Savings Plan		\$265,016,091	\$633,531,740
=====			

</TABLE>

* Party-in-interest

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PNC Bank Corp. Incentive Savings Plan
EIN 25-1435979 Plan No. 001

Line 27b--Schedule of Loans
December 31, 1998

<TABLE>
<CAPTION>

Interest Name Loan Date	City	State	Zip Code	Original Amount	Received in 1998	Amount Overdue	Unpaid Balance	Rate
<S> <C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
BETTY J FAULKNER 8.50% 21-Apr-98	PITTSBURGH	PA	15241	\$10,000.00	\$1,557.56	\$1,047.20	\$8,569.72	
VIENNA L MARSHALL 31-Mar-98	CARNEY'S POINT	NJ	08069	1,100.00	89.18	112.00	1,024.96	8.50
RICHARD J ECKHARDT 31-Mar-97	COLLINGSWOOD	NJ	08108	43,200.00	2,030.35	3,654.63	37,080.75	8.25
MARY KAY STRING 31-Mar-97	BROWNS MILLS	NJ	08015	1,800.00	260.90	234.81	1,226.47	8.25
MICHAEL J BATTAGLIA 31-Mar-95	WEST CHESTER	PA	19382	21,100.00	3,607.31	1,437.96	4,363.87	8.50
TAMMY L MORGAN 30-Sep-97	PITTSBURGH	PA	15207	3,200.00	2,130.37	664.37	658.11	8.50
MICHAEL C ROBINSON 31-Dec-97	PITTSBURGH	PA	15206	4,300.00	40.66	365.94	4,273.40	8.50
TERRI BETH EASTWOOD 31-Mar-97	MT PLEASANT	PA	15666	2,000.00	78.77	173.94	1,530.17	8.25
SANDRA E BAGWELL 31-Mar-96	PHILADELPHIA	PA	19121	1,800.00	-	153.18	1,286.81	8.50
REGINA MCHALE 30-Jun-96	SECANE	PA	19018	2,800.00	61.48	157.92	2,055.18	8.25
GRACE V GALASCHEWSKI 30-Sep-97	PHILADELPHIA	PA	19123	20,000.00	2,080.10	1,701.90	18,101.19	8.50
SHIRLYN D SWANN 30-Sep-95	PHILADELPHIA	PA	19150	5,000.00	632.81	344.04	1,920.65	9.00
BETTINA G MOULDEN 31-Mar-97	PITTSBURGH	PA	15205	3,000.00	489.34	376.08	1,614.71	8.25
MARVIN BAXTER 31-Dec-96	WILMINGTON	DE	19805	4,000.00	-	338.40	3,379.84	8.25
LESLIE A SHAFFER 31-Dec-97	WAYNE	NJ	07470	4,900.00	570.24	641.52	4,452.83	8.50
PAULETTE B WILLIAMS 31-Mar-96	CINCINNATI	OH	45223	4,000.00	426.92	226.92	2,801.46	8.50
JEAN M LEE 30-Sep-94	CINCINNATI	OH	45214	3,400.00	-	1.54	1.54	7.25
LESLIE G PATTERSON 31-Mar-97	PITTSBURGH	PA	15221	2,000.00	607.04	250.74	819.59	8.25
BARBARA L TERRY 30-Jun-96	LOUISVILLE	KY	40219	5,200.00	114.18	293.28	3,816.72	8.25
ANN LOUISE EMBRY 31-Dec-96	LOUISVILLE	KY	40212	5,500.00	462.25	373.08	3,992.25	8.25
CLENON GREEN, JR 30-Jun-96	LOUISVILLE	KY	40210	25,000.00	3,237.39	1,880.00	16,396.93	8.25
CHRISTINA E MILLER 31-Dec-97	PORT CLINTON	OH	43452	1,500.00	62.84	282.78	1,446.88	8.50

</TABLE>

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PNC Bank Corp.
Incentive Savings Plan

EIN 25-1435979 Plan 001

Line 27d--Schedule of Reportable Transactions
Year ended December 31, 1998

<TABLE>
<CAPTION>

DESCRIPTION OF ASSETS	PURCHASE PRICE	SELLING PRICE	COST OF ASSETS	FAIR VALUE OF ASSETS ON TRANSACTION DATE	NET GAIN (LOSS)
<S> Category (i)--Single Transaction	<C>	<C>	<C>	<C>	<C>

BlackRock Core Bond Portfolio #7 Institutional Class

5,795,681 shares	\$57,435,196		\$57,435,196	\$57,435,196	
------------------	--------------	--	--------------	--------------	--

BlackRock Money Market Portfolio #1

68,435,396 shares		\$68,435,396	68,435,396	68,435,396	
-------------------	--	--------------	------------	------------	--

Category (iii)--Series of securities transactions

BlackRock Money Market Portfolio #1

99,528,297 shares	99,528,297		99,528,297	99,528,297	
184,291,581 shares		184,291,581	184,291,581	184,291,581	

BlackRock Fund #7 Institutional Class

6,059,152 shares	60,043,343		60,043,343	60,043,343	
11,451 shares	--	113,596	113,253	113,596	\$ 343

PNC Bank Corp. Common Stock

530,759 shares	28,607,634		28,607,634	28,607,634	
560,964 shares		30,775,222	14,496,622	30,775,222	16,278,600

</TABLE>

There were no category (ii) or (iv) reportable transactions during 1998.

SIGNATURES

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

PNC BANK CORP.
(Registrant)

By /s/ Robert L. Haunschild

Robert L. Haunschild
Senior Vice President and
Chief Financial Officer

Date: June 29, 1999

EXHIBIT INDEX

Exhibit No.	Description	Method of Filing +
<S> 3.1	<C> Articles of Incorporation of the Corporation, as amended.	<C> Incorporated herein by
reference to		Exhibit 3.1 of the Annual
Report on Form 10-K		for the year ended December 31,
1998 ("1998		Form 10-K").

<p>3.2 By-Laws of the Corporation, as amended. reference to</p> <p>Report on</p> <p>1999.</p>	<p>Incorporated herein by</p> <p>Exhibit 99.2 of the Current</p> <p>Form 8-K dated January 19,</p>
<p>4.1 Instruments defining the rights of holders of long-term debt of the Corporation and its subsidiaries are not filed as Exhibits because the amount of debt under each instrument is less than 10 percent of the consolidated assets of the Corporation. The Corporation undertakes to file these instruments with the Commission on request.</p>	
<p>4.2 Designation of Series: \$1.80 Cumulative Convertible Preferred Exhibit 3.1. Stock -- Series A.</p>	<p>Incorporated herein as part of</p>
<p>4.3 Designation of Series: \$1.80 Cumulative Convertible Preferred Exhibit 3.1. Stock -- Series B.</p>	<p>Incorporated herein as part of</p>
<p>4.4 Designation of Series: \$1.60 Cumulative Convertible Preferred Exhibit 3.1. Stock -- Series C.</p>	<p>Incorporated herein as part of</p>
<p>4.5 Designation of Series: \$1.80 Cumulative Convertible Preferred Exhibit 3.1. Stock -- Series D.</p>	<p>Incorporated herein as part of</p>
<p>4.6 Designation of Series: Fixed/Adjustable Rate Noncumulative Exhibit 3.1. Preferred Stock - Series F.</p>	<p>Incorporated herein as part of</p>
<p>10.1 Supplemental Executive Retirement Income and Disability Plan of Exhibit 10.2 the Corporation. K for the year Form 10-K"). *</p>	<p>Incorporated herein by reference to of the Annual Report on Form 10- ended December 31, 1990 ("1990</p>
<p>10.2 Amendments to Supplemental Executive Retirement Income and Exhibit 10.2 Disability Plan. K for the year Form 10-K). *</p>	<p>Incorporated herein by reference to of the Annual Report on Form 10- ended December 31, 1996 ("1996</p>
<p>10.3 Amendment to Supplemental Executive Retirement Income and Exhibit 10.3 Disability Plan.</p>	<p>Incorporated herein by reference to of the 1998 Form 10-K. *</p>
<p>10.4 Supplemental Executive Life Insurance and Spouse's Benefit Plan of Exhibit 10.3 the Corporation.</p>	<p>Incorporated herein by reference to of the 1990 Form 10-K. *</p>
<p>10.5 November 21, 1996 Amendment to Supplemental Executive Life Exhibit 10.4 Insurance and Spouse's Benefit Plan.</p>	<p>Incorporated herein by reference to of the 1996 Form 10-K. *</p>
<p>10.6 1997 Long-Term Incentive Award Plan of the Corporation ("1997 Exhibit 4.3 Award Plan"). Effective Amendment on Form S-8 at</p>	<p>Incorporated herein by reference to of the Corporation's Post- No. 1 to Registration Statement File No. 33-54960. *</p>
<p>10.7 Form of Nonstatutory Stock Option Agreement under 1997 Award Plan. Form 10-K. *</p>	<p>Filed as Exhibit 10.6 to the 1997</p>
<p>10.8 Form of Nonstatutory Stock Option Agreement under 1997 Award Exhibit 10.8 Plan for options granted on or after February 17,1999.</p>	<p>Incorporated herein by reference to of the 1998 Form 10-K.*</p>
<p>10.9 Form of Incentive Share Agreement under 1992 Award Plan (June Exhibit 10.7 1995), as amended November 21, 1996.</p>	<p>Incorporated herein by reference to of the 1996 Form 10-K. *</p>
<p>10.10 Form of Addendum to Nonstatutory Stock Option Agreement relating Form 10-K. * to Reload Nonstatutory Stock Options.</p>	<p>Filed as Exhibit 10.8 to the 1997</p>
<p>10.11 Form of Reload Nonstatutory Stock Option Agreement. Form 10-K. *</p>	<p>Filed as Exhibit 10.9 to the 1997</p>

10.12 Form of Incentive Share Agreement - Share Price, RSR and ROCE Filed as Exhibit 10.10 to the 1997
 Form 10-K. * Performance Goals.

</TABLE>

<TABLE> <CAPTION> Exhibit No.	Description	Method of Filing +
<S> 10.13 Exhibit 10.6 10-K for 1994 ("1994	<C> PNC Bank Corp. 1994 Annual Incentive Award Plan.	<C> Incorporated by reference to of the Annual Report on Form the year ended December 31, Form 10-K"). *
10.14 Exhibit 10.2 10-Q for 1996	PNC Bank Corp. 1996 Executive Incentive Award Plan.	Incorporated by reference to of the Quarterly Report on Form the quarter ended September 30, ("3Q 1996 Form 10-Q"). *
10.15 Exhibit 4.2 Registration Statement on *	PNC Bank Corp. and Affiliates Deferred Compensation Plan.	Incorporated by reference to to the Corporation's Form S-8 at File No. 333-18069.
10.16 Exhibit 10.16	Amendment to PNC Bank Corp. and Affiliates Deferred Compensation Plan	Incorporated herein by reference to to the 1998 Form 10-K.*
10.17 Exhibit 4.1 Registration Statement on *	PNC Bank Corp. Supplemental Incentive Savings Plan as amended.	Incorporated by reference to to the Corporation's Form S-8 at File No. 333-18069.
10.18 Exhibit 10.12	PNC Bank Corp. Supplemental Pension Plan, as amended.	Incorporated herein by reference to of the 1996 Form 10-K. *
10.19 to Exhibit 10.6 10-K for the year	1992 Director Share Incentive Plan.	Incorporated herein by reference of the Annual Report on Form ended December 31, 1992. *
10.20 Exhibit 10.7	PNC Bank Corp. Directors Retirement Plan.	Incorporated by reference to of the 1994 Form 10-K. *
10.21 Exhibit 10.1	PNC Bank Corp. Directors Deferred Compensation Plan.	Incorporated by reference to of the 3Q 1996 Form 10-Q. *
10.22 reference to 10-K. *	Form of Change in Control Severance Agreement.	Incorporated herein by Exhibit 10.17 of the 1996 Form
10.23 Exhibit	Amended and Restated Trust Agreement between the Corporation, as Settlor, and NationsBank, N.A., as Trustee (who has been replaced by Hershey Trust Company, as successor Trustee).	Incorporated herein by reference to 10.18 of the 1996 Form 10-K. *
12.1 Form 10-K.	Computation of Ratio of Earnings to Fixed Charges.	Filed as Exhibit 12.1 to the 1998
12.2 Form 10-K.	Computation of Ratio of Earnings to Combined Fixed Charges and Preferred Dividends.	Filed as Exhibit 12.2 to the 1998
13	Excerpts from the Annual Report to Shareholders for the year ended	Filed as Exhibit 13 to the 1998

Form 10-K.

December 31, 1998. Such Annual Report, except for those portions thereof that are expressly incorporated by reference herein, is furnished for information of the SEC only and is not deemed to be "filed" as part of this Form 10-K.

21 Form 10-K.	Schedule of Certain Subsidiaries of the Corporation.	Filed as Exhibit 21 to the 1998
23.1 Form 10-K.	Consent of Ernst & Young LLP, independent auditors for the Corporation.	Filed as Exhibit 23 to the 1998
23.2	Consent of Ernst & Young LLP, independent auditors for the PNC Plan.	Filed herewith.
24 10-K.	Power of Attorney of directors and officers of the Corporation.	Filed as Exhibit 24 to the 1998 Form
27 Form 10-K. </TABLE>	Financial Data Schedule.	Filed as Exhibit 27 to the 1998

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

* Denotes management contract or compensatory plan.

CONSENT OF INDEPENDENT AUDITORS

We consent to the incorporation by reference in the Registration Statement (Form S-8 No. 33-25140) pertaining to the PNC Bank Corp. Incentive Savings Plan and in the related Prospectus of our report dated June 4, 1999, with respect to the financial statements and schedules of the PNC Bank Corp. Incentive Savings Plan, all of which are included in this Annual Report on Form 10-K/A (Amendment No. 1) for the year ended December 31, 1998.

/s/ ERNST & YOUNG LLP

June 29, 1999
Pittsburgh, Pennsylvania