

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

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 FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

THE PNC FINANCIAL SERVICES GROUP, INC.  
 (Exact name of registrant as specified in its charter)

-----  
 Pennsylvania  
 (State or other jurisdiction of incorporation or organization)

25-1435979  
 (IRS Employer Identification No.)

One PNC Plaza  
 249 Fifth Avenue  
 Pittsburgh, Pennsylvania 15222-2707  
 (412) 762-2000  
 (Address, including zip code, and telephone number,  
 including area code, of registrant's principal  
 executive offices)

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 THE PNC FINANCIAL SERVICES GROUP, INC. 1997 LONG-TERM INCENTIVE AWARD PLAN  
 (Full title of the plan)

-----  
 William S. Demchak  
 Vice Chairman and Chief Financial Officer  
 The PNC Financial Services Group, Inc.  
 One PNC Plaza  
 249 Fifth Avenue  
 Pittsburgh, Pennsylvania 15222-2707  
 (412) 762-2000  
 (Name, address, including zip code, and telephone number,  
 including area code, of agent for service)

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 CALCULATION OF REGISTRATION FEE

<TABLE>  
 <CAPTION>

Title of securities to be registered	Amount to be registered (1)	Proposed maximum offering price per share (2)	Proposed maximum aggregate offering price (2)	Amount of registration fee
-----	-----	-----	-----	-----
<S>	<C>	<C>	<C>	<C>
Common Stock, \$5.00 Par Value (3)	20,000,000 (4)	\$52.96	\$1,059,200,000.00	\$85,689.28

</TABLE>

- (1) In addition, pursuant to Rule 416 under the Securities Act of 1933, this Registration Statement also covers any additional securities, which may become issuable pursuant to anti-dilution provisions of the 1997 Long-Term Incentive Award Plan.
- (2) Estimated solely for the purpose of determining the registration fee in accordance with Rule 457(h). Calculated on the basis of the average of the high and low sale prices of the Registrant's Common Stock as reported on November 19, 2003 on the New York Stock Exchange, which date is within 5 business days prior to the date of the filing of this Registration Statement.
- (3) Each share of Common Stock includes a Preferred Share Purchase Right pursuant to the Registrant's Rights Agreement.
- (4) This Registration Statement also relates to the shares registered under

Form S-8 Registration Statement No. 33-54960, and Post-Effective Amendment No. 1 thereto, and to the shares registered under Form S-8 Registration Statement No. 333-53896. Shares issuable under the 1997 Long-Term Incentive Award Plan have been previously registered under the Securities Act of 1933, of which 18,852,536 (including shares relating to outstanding unexercised options) are being carried forward pursuant to this Registration Statement.

## PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

The purpose of this Registration Statement is to register an additional 20,000,000 shares of Common Stock for issuance pursuant to The PNC Financial Services Group, Inc. 1997 Long-Term Incentive Award Plan, as amended (the "Plan"). Pursuant to General Instruction E to Form S-8, except as set forth below, the contents of Registration Statement No. 33-54960, and Post-Effective Amendment No. 1 thereto, are incorporated herein by reference.

#### ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE

The following documents, each as filed by The PNC Financial Services Group, Inc. (the "Corporation" or "PNC") with the Securities and Exchange Commission (the "SEC") pursuant to the Securities Exchange Act of 1934, as amended (the "Exchange Act"), are incorporated herein by reference:

- - PNC's Annual Report on Form 10-K for the year ended December 31, 2002, as amended by Form 10-K/As filed May 15, 2003 and October 23, 2003;
- - PNC's Quarterly Reports on Form 10-Q for the quarters ended March 31, 2003, June 30, 2003 and September 30, 2003;
- - PNC's Current Reports on Form 8-K filed June 2, 2003, September 2, 2003, September 15, 2003, September 29, 2003, October 1, 2003, October 16, 2003 and November 3, 2003; and
- - The description of PNC Common Stock contained in the Form 8-A that was filed by the Corporation in September 1987 and the Form 8-A filed on May 23, 2000.

The Corporation also incorporates by reference any additional documents, other than information in such documents that the SEC allows us to furnish rather than file and any other information that the SEC allows us not to incorporate by reference, subsequently filed by the Corporation with the SEC under Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, and each such document shall be a part of this Registration Statement from the respective date of filing of each such document. These documents may include periodic reports, such as Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, and Current Reports on Form 8-K, as well as Proxy Statements. Information in any documents that the Corporation subsequently files with the SEC will automatically update and replace the information previously filed with the information incorporated by reference into this Registration Statement. Any statement or information so modified or replaced shall not be deemed, except as so modified or replaced, to be part of this Registration Statement.

#### ITEM 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS

Pursuant to Sections 1741-1743 of the Pennsylvania Business Corporation Law of 1988 (Act of December 21, 1988, P.L. 1444) ("PA BCL"), PNC has the power to indemnify its directors and officers against liabilities they may incur in such capacities provided certain standards are met, including good faith and the belief that the particular action is in, or not opposed to, the best interests of the corporation and, with respect to a criminal proceeding, had no reasonable cause to believe his or her conduct was unlawful. In general, this power to indemnify does not exist in the case of actions against a director or officer by or in the right of the corporation if the person entitled to indemnification shall have been adjudged to be liable to the corporation unless and to the extent that the person is adjudged to be fairly and reasonably entitled to indemnity. A corporation is required to indemnify directors and officers against expenses they may incur in defending actions against them in such capacities if they are successful on the merits or otherwise in the defense of such actions. Pursuant to Section 1745 of the PA BCL, PNC has the power to pay expenses (including attorneys' fees) incurred by a director or officer in a proceeding in

advance of the final disposition of the proceeding upon receipt of an undertaking by or on behalf of the director or officer to repay the amount if it is ultimately determined that he or she is not entitled to be indemnified by the corporation.

Section 1746 of the PA BCL provides that the foregoing provisions shall not be deemed exclusive of any other rights to which a person seeking indemnification may be entitled under, among other things, any by-law provision, provided that no indemnification may be made in any case where the act or failure to act giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness.

PNC's By-Laws generally provide for the mandatory indemnification of directors and officers in accordance with and to the full extent permitted by the laws of the Commonwealth of Pennsylvania as in effect at the time of such indemnification and for mandatory advancement of expenses upon receipt of the required undertaking. PNC's By-Laws also eliminate, to the maximum extent permitted by the laws of the Commonwealth of Pennsylvania, the personal liability of directors for monetary damages for any action taken, or any failure to take any action as a director, except in any case such elimination is not permitted by law. Section 18 of the Plan (Exhibit 99.1 of this Registration Statement) also provides for indemnification of members of the Plan Committee. PNC has purchased directors' and officers' liability insurance covering certain liabilities that may be incurred by the Corporation's directors and officers in connection with the performance of their duties.

ITEM 8. EXHIBITS  
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The following exhibits are filed as part of this Registration Statement or, where so indicated, have been previously filed and are incorporated herein by reference. Incorporated document references to filings by the Registrant are to SEC File No. 1-9718.

<TABLE> <S>	<C>
Exhibit 4.1	Articles of Incorporation of the Registrant, as amended and restated as of April 24, 2001, are incorporated by reference to Exhibit 3.1 to the Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 2001.
Exhibit 4.2	By-Laws of the Registrant, as amended and restated, are incorporated by reference to Exhibit 3.2 to the Registrant's Annual Report on Form 10-K for the year ended December 31, 2002, as amended.
Exhibit 4.3	Rights Agreement between the Registrant and The Chase Manhattan Bank dated May 15, 2000, which includes the form of Right Certificate as Exhibit B and the Summary of Rights to Purchase Preferred Shares as Exhibit C, is incorporated by reference to Exhibit 1 to the Registrant's Report on Form 8-A filed May 23, 2000.
Exhibit 4.4	First Amendment to Rights Agreement between the Registrant, The Chase Manhattan Bank, and Computershare Investor Services, LLC dated January 1, 2003 is incorporated by reference to Exhibit 4.8 to the Registrant's Annual Report on Form 10-K for the year ended December 31, 2002, as amended.
Exhibit 23.1	Consent of Deloitte & Touche LLP, independent auditors for the Registrant, is filed herewith.
Exhibit 23.2	Consent of Ernst & Young LLP, former independent auditors for the Registrant, is filed herewith.
Exhibit 24	Power of Attorney is filed herewith.
Exhibit 99.1	The PNC Financial Services Group, Inc. 1997 Long-Term Incentive Award Plan, as amended, is incorporated by reference to Exhibit 10.5 to the Registrant's Annual Report on Form 10-K for the year ended December 31, 2002, as amended.

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SIGNATURES  
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Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration

Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Pittsburgh, Commonwealth of Pennsylvania, on November 25, 2003.

THE PNC FINANCIAL SERVICES GROUP,  
INC.

By: /s/ Samuel R. Patterson  
-----  
Samuel R. Patterson  
Controller

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated:

<TABLE>  
<CAPTION>

SIGNATURE	TITLE	DATE
<S> * ----- James E. Rohr	<C> Chairman, Chief Executive Officer and Director (Principal Executive Officer)	<C> November 25, 2003
* ----- William S. Demchak	Vice Chairman and Chief Financial Officer (Principal Financial Officer)	November 25, 2003
/s/ Samuel R. Patterson ----- Samuel R. Patterson	Controller (Principal Accounting Officer)	November 25, 2003

</TABLE>

<TABLE>

<S> * ----- Paul W. Chellgren	<C> Director	<C> November 25, 2003
* ----- Robert N. Clay	Director	November 25, 2003
* ----- J. Gary Cooper	Director	November 25, 2003
* ----- George A. Davidson, Jr.	Director	November 25, 2003
* ----- Richard B. Kelson	Director	November 25, 2003
* ----- Bruce C. Lindsay	Director	November 25, 2003
* ----- Anthony A. Massaro	Director	November 25, 2003

* ----- Thomas H. O'Brien	Director	November 25, 2003
* ----- Jane G. Pepper </TABLE>	Director	November 25, 2003
<TABLE> <S> * ----- Lorene K. Steffes	<C> Director	<C> November 25, 2003
* ----- Dennis F. Strigl	Director	November 25, 2003
* ----- Stephen G. Thieke	Director	November 25, 2003
* ----- Thomas J. Usher	Director	November 25, 2003
* ----- Milton A. Washington	Director	November 25, 2003
* ----- Helge H. Wehmeier	Director	November 25, 2003

\*By: /s/ Karen M. Barrett  
-----  
Karen M. Barrett, Attorney-in-Fact,  
pursuant to Powers of Attorney filed  
herewith  
</TABLE>

INDEX TO EXHIBITS  
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</TABLE>

INDEPENDENT AUDITORS' CONSENT

We consent to the incorporation by reference in this Registration Statement of The PNC Financial Services Group, Inc. on Form S-8 pertaining to The PNC Financial Services Group, Inc. 1997 Long-Term Incentive Award Plan of our report dated February 17, 2003 (which report expresses an unqualified opinion and includes an explanatory paragraph relating to the change in the method of accounting for goodwill and other intangible assets) incorporated by reference in the Annual Report on Form 10-K of The PNC Financial Services Group, Inc. for the year ended December 31, 2002, as amended.

/s/ Deloitte & Touche LLP

Pittsburgh, Pennsylvania  
November 25, 2003

CONSENT OF INDEPENDENT AUDITORS

We consent to the incorporation by reference in this Registration Statement of The PNC Financial Services Group, Inc. on Form S-8 for the registration of 20,000,000 shares of Common Stock, \$5.00 par value, pertaining to The PNC Financial Services Group, Inc. 1997 Long-Term Incentive Award Plan, of our report dated March 1, 2002 on the consolidated balance sheet as of December 31, 2001 and the related consolidated statements of income, shareholders' equity and cash flows for each of the two years in the period ended December 31, 2001, of The PNC Financial Services Group, Inc. included in its Annual Report on Form 10-K for the year ended December 31, 2002, as amended.

/s/ Ernst & Young LLP

November 25, 2003  
Pittsburgh, Pennsylvania

POWER OF ATTORNEY

THE PNC FINANCIAL SERVICES GROUP, INC.  
1997 LONG-TERM INCENTIVE AWARD PLAN

Each of the undersigned directors and/or officers of The PNC Financial Services Group, Inc. ("PNC"), a Pennsylvania corporation, hereby names, constitutes and appoints Samuel R. Patterson, Karen M. Barrett and Thomas R. Moore, and each of them individually, with full power to act without the others and with full power of substitution and resubstitution, the undersigned's true and lawful attorney-in-fact and agent to execute for the undersigned and in his or her name, place and stead, in any and all capacities, the Registration Statement on Form S-8 (or other appropriate form) to be filed for the offering of shares of PNC common stock in connection with the above-referenced plan, and any successor plan or plans, and any and all amendments (including post-effective amendments) to such registration statement, and any subsequent registration statements filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended, and to file the same, with all exhibits thereto, and any and all other documents in connection therewith, with the Securities and Exchange Commission and any applicable securities exchange or securities self-regulating body, hereby granting to said attorneys-in-fact and agents, and each of them acting alone, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith as fully to all intents and purposes as the undersigned might or could do in person;

And each of the undersigned hereby ratifies and confirms all that any said attorney-in-fact and agent, or any substitute, lawfully does or causes to be done by virtue hereof.

IN WITNESS WHEREOF, the following persons have duly signed this Power of Attorney this 20th day of November, 2003.

<TABLE>	
<CAPTION>	
Name/Signature	Capacity
- - - - -	- - - - -
<S>	<C>
/s/ James E. Rohr	Chairman, Chief Executive
- - - - -	Officer and Director
James E. Rohr	(Principal Executive Officer)
/s/ Paul W. Chellgren	Director
- - - - -	
Paul W. Chellgren	
</TABLE>	

<TABLE>	
<S>	<C>
/s/ Robert N. Clay	Director
- - - - -	
Robert N. Clay	
/s/ J. Gary Cooper	Director
- - - - -	
J. Gary Cooper	
/s/ George A. Davidson, Jr.	Director
- - - - -	
George A. Davidson, Jr.	
/s/ William S. Demchak	Vice Chairman and
- - - - -	Chief Financial Officer
William S. Demchak	(Principal Financial Officer)
/s/ Richard B. Kelson	Director
- - - - -	
Richard B. Kelson	
/s/ Bruce C. Lindsay	Director
- - - - -	
Bruce C. Lindsay	

/s/ Anthony A. Massaro ----- Anthony A. Massaro	Director
/s/ Thomas H. O'Brien ----- Thomas H. O'Brien	Director
/s/ Samuel R. Patterson ----- Samuel R. Patterson	Controller (Principal Accounting Officer)
/s/ Jane G. Pepper ----- Jane G. Pepper	Director
/s/ Lorene K. Steffes ----- Lorene K. Steffes </TABLE>	Director
<TABLE> <S> <C> </TABLE>	<C>
/s/ Dennis F. Strigl ----- Dennis F. Strigl	Director
/s/ Stephen G. Thieke ----- Stephen G. Thieke	Director
/s/ Thomas J. Usher ----- Thomas J. Usher	Director
/s/ Milton A. Washington ----- Milton A. Washington	Director
/s/ Helge H. Wehmeier ----- Helge H. Wehmeier </TABLE>	Director