

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

POST-EFFECTIVE
AMENDMENT NO. 1
TO
FORM S-4

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)

6712
(Primary Standard Industrial
Classification Code Number)

25-1435979
(I.R.S. Employer
Identification Number)

**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)

**Richard J. Johnson
Chief Financial Officer
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)

With Copies To:

**George R. Bason, Jr., Esq.
John H. Butler, Esq.
Davis Polk & Wardwell
450 Lexington Avenue
New York, New York 10017
(212) 450-3800**

**John L. Unger
Executive Vice President
General Counsel and Secretary
Mercantile Bankshares Corporation
2 Hopkins Plaza
Baltimore, Maryland 21201
(410) 237-5900**

**Edward D. Herlihy, Esq.
Nicholas G. Demmo, Esq.
Wachtell, Lipton, Rosen & Katz
51 West 52nd Street
New York, New York 10019
(212) 403-1000**

Approximate Date of Commencement of Proposed Sale to the Public: As soon as practicable after this Registration Statement becomes effective and upon completion of the transactions described in the proxy statement/prospectus.

If the securities registered on this form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box.

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act of 1933, as amended (the "Securities Act"), check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

EXPLANATORY NOTE

This post-effective Amendment No. 1 to The PNC Financial Services Group, Inc.'s Registration Statement on Form S-4 (Registration No. 333-139050) originally filed with the Securities and Exchange Commission on December 1, 2006, as Amended by Amendment No. 1, filed January 10, 2007, and Amendment No. 2, filed January 18, 2007, is being filed for the sole purpose of amending the exhibit index to include Exhibits No. 8.1 and 8.2 filed herewith.

ITEM 21. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES.

Exhibit Index

- 2.1 Agreement and Plan of Merger, dated as of October 8, 2006, by and between Mercantile Bankshares Corporation and The PNC Financial Services Group, Inc. (included in Part I as Annex A to the document included in this Registration Statement)
- 3.1 Amended and Restated Articles of Incorporation of Registrant, as in effect on the date hereof, incorporated herein by reference to Exhibit 3.3 of Registrant's Current Report on Form 8-K filed August 25, 2005
- 3.2 Amended and Restated Bylaws of Registrant, as in effect on the date hereof, incorporated by reference to Exhibit 3.5 of the Registrant's Quarterly Report on Form 10-Q for the quarter ended September 30, 2005
- 4.1 Rights Agreement between the Registrant and The Chase Manhattan Bank dated May 15, 2000, incorporated herein by reference to Exhibit 1 to the Registrant's Report on Form 8-A filed May 23, 2000
- 4.2 First Amendment to Rights Agreement among the Registrant, The Chase Manhattan Bank, and Computershare Investor Services, LLC dated January 1, 2003, incorporated herein by reference to Exhibit 4.8 of the Registrant's Annual Report on Form 10-K for the year ended December 31, 2002
- 5.1 Opinion of George P. Long, as to the validity of the shares of PNC common stock*
- 8.1 Opinion of Davis Polk & Wardwell as to tax matters
- 8.2 Opinion of Wachtell, Lipton, Rosen & Katz as to tax matters
- 23.1 Consent of George P. Long (included in Exhibit 5.1 to this Registration Statement)
- 23.2 Consent of PricewaterhouseCoopers LLP*
- 23.3 Consent of Deloitte & Touche LLP*
- 23.4 Consent of Davis Polk & Wardwell (included in Exhibit 8.1 to this Registration Statement)
- 23.5 Consent of Wachtell, Lipton, Rosen & Katz (included in Exhibit 8.2 to this Registration Statement)
- 24.1 Powers of Attorney.*

99.1 Form of Proxy Card for Special Meeting of Stockholders of Mercantile Bankshares Corporation*

99.2 Consent of Sandler O'Neill & Partners, L.P.*

* previously filed.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, The PNC Financial Services Group, Inc. 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 March 2, 2007.

THE PNC FINANCIAL SERVICES GROUP, INC.

By: /s/ James E. Rohr

Name: James E. Rohr

Title: Chairman and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons in the capacities indicated on March 2, 2007.

Signature	Title
* James E. Rohr	Chairman, Chief Executive Officer and Director (Principal Executive Officer)
* Richard J. Johnson	Chief Financial Officer (Principal Financial Officer)
* Samuel R. Patterson	Controller (Principal Accounting Officer)
* Paul W. Chellgren	Director
* Robert N. Clay	Director
* J. Gary Cooper	Director
* George A. Davidson, Jr.	Director

*		
	Kay Coles James	Director
*		
	Richard B. Kelson	Director
*		
	Bruce C. Lindsay	Director
*		
	Jane G. Pepper	Director
*		
	Lorene K. Steffes	Director
*		
	Dennis F. Strigl	Director
*		
	Stephen G. Thieke	Director
*		
	Thomas J. Usher	Director
*		
	George H. Walls, Jr.	Director
*		
	Helge H. Wehmeier	Director

* By: /s/ George P. Long, III
George P. Long, III
Attorney-In-Fact

EXHIBIT INDEX

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* previously filed.

[LETTERHEAD OF DAVIS POLK & WARDWELL]

March 2, 2007

Mercantile Bankshares Corporation
2 Hopkins Plaza
Baltimore, Maryland 21201

Ladies and Gentlemen:

We have acted as counsel for Mercantile Bankshares Corporation ("**Mercantile Bankshares**"), a Maryland corporation, in connection with (i) the Merger, as defined and described in the Agreement and Plan of Merger dated as of October 8, 2006 (the "**Merger Agreement**") between The PNC Financial Services Group, Inc. ("**PNC**"), a Pennsylvania corporation and Mercantile Bankshares and (ii) the preparation and filing of the related Registration Statement on Form S-4 (the "**Registration Statement**"), which includes the Proxy Statement/Prospectus (the "**Proxy Statement/Prospectus**"), filed with the Securities and Exchange Commission (the "**Commission**"). Unless otherwise indicated, each capitalized term used herein has the meaning ascribed to it in the Merger Agreement.

In connection with this opinion, we have examined the Merger Agreement, the Registration Statement, the representation letters of PNC and Mercantile Bankshares delivered to us pursuant to Section 7.3(c) of the Merger Agreement for purposes of this opinion (the "**Representation Letters**"), and such other documents as we have deemed necessary or appropriate in order to enable us to render our opinion. In such examination, we have assumed the genuineness of all signatures, the legal capacity of natural persons, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as duplicates or certified or conformed copies, and the authenticity of the originals of such latter documents. We have not, however, undertaken any independent investigation of any factual matter set forth in any of the foregoing. The opinions expressed herein are based upon existing statutory, regulatory and judicial authority, any of which may be changed at any time with retroactive effect. For purposes of this opinion, we have assumed, with your permission, that (i) the Merger will be consummated in the manner described in the Merger Agreement and the Registration Statement, (ii) the statements concerning the Merger set forth in the Merger Agreement and the Registration Statement are true, complete and correct and will remain true, complete and correct at all times up to and including the Effective Time, (iii) the representations made by PNC and Mercantile Bankshares in their respective Representation

Letters are true, complete and correct and will remain true, complete and correct at all times up to and including the Effective Time and (iv) any representations made in the Merger Agreement or the Representation Letters "to the knowledge of", or based on the belief of PNC or Mercantile Bankshares or similarly qualified are true, complete and correct and will remain true, complete and correct at all times up to and including the Effective Time, in each case without such qualification. We have also assumed that the parties have complied with and, if applicable, will continue to comply with, the obligations, covenants, and agreements contained in the Merger Agreement. In addition, our opinion is based solely on the documents that we have examined, the additional information that we have obtained, and the representations to be made by PNC and Mercantile Bankshares referred to above, which we have assumed will be true as of the Effective Time.

Based upon the foregoing it is our opinion that the Merger will be treated for U.S. federal income tax purposes as a reorganization within the meaning of Section 368(a) of the Code, and PNC and Mercantile Bankshares will each be a party to that reorganization within the meaning of Section 368(b) of the Code.

We express our opinion herein only as to those matters specifically set forth above and no opinion should be inferred as to the tax consequences of the Merger under any state, local or foreign law, or with respect to other areas of U.S. federal taxation. We are members of the Bar of the State of New York, and we do not express any opinion herein concerning any law other than the federal law of the United States.

The opinions expressed herein have been rendered at your request, are solely for your benefit in connection with the Merger and may not be relied upon by you in any other manner or by any other person and may not be furnished to any other person without our prior written approval.

Very truly yours,

/s/ Davis Polk & Wardwell

[LETTERHEAD OF WACHTELL, LIPTON, ROSEN & KATZ]

March 2, 2007

The PNC Financial Services Group, Inc.
One PNC Plaza
249 Fifth Avenue
Pittsburgh, Pennsylvania 15222-2707

Ladies and Gentlemen:

We have acted as special counsel to The PNC Financial Services Group, Inc., a Pennsylvania corporation ("PNC"), in connection with the proposed merger of Mercantile Bankshares Corporation, a Maryland corporation ("Mercantile") with and into PNC (the "Merger"), pursuant to the Agreement and Plan of Merger, dated as of October 8, 2006, by and between PNC and Mercantile (the "Merger Agreement"). At your request, and pursuant to Section 7.2(c) of the Merger Agreement, we are rendering our opinion concerning certain federal income tax consequences of the Merger. Any capitalized term used and not defined herein has the meaning given to it in the Merger Agreement.

For purposes of rendering the opinion expressed below, we have examined and relied upon the accuracy and completeness of the facts, information, covenants, and representations contained in: (1) the Merger Agreement, (2) the Registration Statement on Form S-4 and the joint proxy statement/prospectus contained therein, each as amended or supplemented through the date hereof, (collectively, the "Registration Statement"), (3) an officer's representation letter of PNC, dated the date hereof (the "PNC Letter"), and (4) an officer's representation letter of Mercantile, dated the date hereof (the "Mercantile Letter"). The opinion expressed below is conditioned on, among other things, the initial and continuing accuracy of the facts, information, covenants, and representations set forth in the documents, and statements referred to in this paragraph.

For purposes of the opinion set forth below, we have relied, with the consent of PNC and the consent of Mercantile, upon the accuracy and completeness of the statements and representations (which statements and representations we have neither investigated nor verified) contained, respectively, in the PNC Letter and the Mercantile Letter, and have assumed that such statements and representations will be true, correct and complete as of the Effective Time (as if made as of such time) and that all such statements and representations made to the knowledge of

any person or entity or with similar qualification are and will be true, correct and complete as if made without such qualification.

In our examination of the above described documents, we have assumed the genuineness of all signatures, the legal capacity of natural persons, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as certified or photostatic copies, and the authenticity of the originals of all such documents.

In rendering our opinions, we have assumed that (i) the transactions contemplated by the Merger Agreement will be consummated in accordance therewith and as described in the Registration Statement (and no transaction or condition described therein and affecting this opinion will be waived by any party), (ii) the Merger will qualify as a statutory merger under the applicable laws of the Commonwealth of Pennsylvania and the State of Maryland and (iii) the Merger will be reported by PNC and Mercantile on their respective federal income tax returns in a manner consistent with the opinion set forth below.

Our opinion is based on the Internal Revenue Code of 1986, as amended, and the Treasury Regulations promulgated thereunder, each as amended from time to time and as in existence as of the date hereof, and on existing administrative and judicial interpretations thereof. Legislation enacted, administrative action taken, administrative interpretations or rulings, or judicial decisions promulgated or issued subsequent to the date hereof may result in tax consequences different from those anticipated by our opinions herein. Additionally, our opinion is not binding on the Internal Revenue Service or any court, and there can be no assurance that a contrary position may not be taken by the Internal Revenue Service.

Based upon and subject to the foregoing, it is our opinion that, for United States federal income tax purposes, the Merger will constitute a "reorganization" within the meaning of Section 368(a) of the Code.

We hereby consent to the filing of this opinion with the SEC as a post-effective amendment to the Registration Statement, and to the references therein to us. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act of 1933, as amended. This opinion relates solely to certain United States federal income tax consequences of the Merger and no opinion is expressed as to the tax consequences under any foreign, state or local tax law or under any federal tax laws other than those pertaining to the income tax. We are furnishing this opinion to you solely in connection with the Merger, and this opinion is not to be relied upon by any other person or for any other purpose.

Very truly yours,

/s/ Wachtell, Lipton, Rosen & Katz