

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

**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**  
(Address, including zip code, of registrant's principal executive offices)

**The PNC Financial Services Group, Inc. 2006 Incentive Award Plan**  
(Full title of the plan)

**Richard J. Johnson  
Chief Financial Officer  
The PNC Financial Services Group, Inc.  
One PNC Plaza  
249 Fifth Avenue  
Pittsburgh, Pennsylvania 15222-2707  
(412) 762-2000**  
(Name, address, and telephone number, including area code, of agent for service)

**CALCULATION OF REGISTRATION FEE**

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
Common Stock, \$5.00 Par Value	33,325,317(3)	\$ 74.15	\$2,471,072,255.55	\$75,861.92

- (1) In addition, pursuant to Rule 416 under the Securities Act of 1933, this Registration Statement also covers any additional securities that may become issuable pursuant to stock splits, stock dividends or similar transactions, without the need for any post-effective amendment.
- (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 reported high and low trading prices on the New York Stock Exchange for the Registrant's common stock on May 22, 2007, which date is within 5 business days prior to the date of the filing of this Registration Statement.
- (3) This Registration Statement also relates to the shares of common stock registered under Form S-8 Registration Statements 333-134169 and 333-139345. Shares issuable under The PNC Financial Services Group, Inc. 2006 Incentive Award Plan have been previously registered under the Securities Act of 1933, of which 4,652,278 are being carried forward pursuant to this Registration Statement.

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## EXPLANATORY STATEMENT

The purpose of this Registration Statement is to register an additional 33,325,317 shares of PNC common stock for issuance pursuant to The PNC Financial Services Group, Inc. 2006 Incentive Award Plan.

### PART II

#### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

**Item 3. Incorporation of Documents by Reference.**

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

- PNC's annual report on Form 10-K for the year ended December 31, 2006
- PNC's quarterly report on Form 10-Q for the quarter ended March 31, 2007
- PNC's current reports on Form 8-K (by date of earliest event reported and date filed): dated January 4, 2007 (filed January 10, 2007); dated January 24, 2007 as to Item 8.01 and Item 9.01, Exhibit 23.1 thereof (filed January 24, 2007); dated February 1, 2007 (filed February 2, 2007); dated February 8, 2007 (filed February 9, 2007); dated February 13, 2007 (filed February 20, 2007); dated February 28, 2007 (filed March 6, 2007); dated March 2, 2007 (filed March 8, 2007); dated March 22, 2007 (filed March 28, 2007); dated March 29, 2007 (filed March 30, 2007); and dated April 24, 2007 (filed April 30, 2007); and amendment on Form 8-K/A to PNC's current report dated November 15, 2006 (filed March 7, 2007)
- The description of PNC common stock set forth in the registration statement on Form 8-A filed by PNC pursuant to Section 12 of the Exchange Act in September 1987, including any amendment or report filed with the SEC for the purpose of updating this description
- PNC's Articles of Incorporation, as amended and restated, filed by PNC as Exhibit 3.4 to its quarterly report on Form 10-Q for the quarter ended March 31, 2007

PNC also incorporates herein by reference any additional documents subsequently filed by PNC with the SEC pursuant to 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. Each such document shall be deemed to be incorporated by reference herein and to be a part of this Registration Statement from the respective date of filing of each such document. These documents may include current reports on Form 8-K and periodic reports, such as annual reports on Form 10-K and quarterly reports on Form 10-Q, as well as proxy statements. Any report, document or portion thereof that is furnished to, but not filed with, the SEC is not incorporated by reference.

**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), which we refer to as the 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, that the director or officer 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 where such elimination is not permitted by law. Section 20 of the Plan (included as Exhibits 99.1 and 99.2 to 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 its directors and officers in connection with the performance of their duties.

**Item 8. Exhibits.**

The exhibits listed in the Exhibit Index of this Registration Statement are filed herewith or, where so indicated, are incorporated herein by reference to other filings. Incorporated document references to filings by the Registrant are to SEC File No. 001-09718.

**Item 9. Undertakings.**

The undersigned Registrant hereby undertakes:

- (1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement to include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;
- (2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof;
- (3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering;

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- (4) That, for the purpose of determining liability of the Registrant under the Securities Act of 1933 to any purchaser in the initial distribution of the securities: the undersigned Registrant undertakes that in a primary offering of securities of the undersigned Registrant pursuant to this Registration Statement, regardless of the underwriting method used to sell the securities to the purchaser, if the securities are offered or sold to such purchaser by means of any of the following communications, the undersigned Registrant will be a seller to the purchaser and will be considered to offer or sell such securities to such purchaser:
- i. Any preliminary prospectus or prospectus of the undersigned Registrant relating to the offering required to be filed pursuant to Rule 424;
  - ii. Any free writing prospectus relating to the offering prepared by or on behalf of the undersigned Registrant or used or referred to by the undersigned Registrant;
  - iii. The portion of any other free writing prospectus relating to the offering containing material information about the undersigned Registrant or its securities provided by or on behalf of the undersigned Registrant; and
  - iv. Any other communication that is an offer in the offering made by the undersigned Registrant to the purchaser; and
- (5) That, for purposes of determining any liability under the Securities Act of 1933, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 that is incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

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**SIGNATURES**

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 May 23, 2007.

THE PNC FINANCIAL SERVICES GROUP, INC.  
(Registrant)

By: /s/ Samuel R. Patterson  
(Signature and Title)  
Samuel R. Patterson,  
Senior Vice President and 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 date indicated:

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>*</u> James E. Rohr	Chairman, Chief Executive Officer and Director (Principal Executive Officer)	May 23, 2007
<u>*</u> Richard J. Johnson	Chief Financial Officer (Principal Financial Officer)	May 23, 2007
<u>/s/ Samuel R. Patterson</u> Samuel R. Patterson	Controller (Principal Accounting Officer)	May 23, 2007

\*By: /s/ Samuel R. Patterson  
Samuel R. Patterson, Attorney-in-Fact,  
pursuant to Powers of Attorney filed herewith

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* Richard O. Berndt	Director	May 23, 2007
* Charles E. Bunch	Director	May 23, 2007
* Robert N. Clay	Director	May 23, 2007
* George A. Davidson, Jr.	Director	May 23, 2007
* Kay Coles James	Director	May 23, 2007
* Richard B. Kelson	Director	May 23, 2007
* Bruce C. Lindsay	Director	May 23, 2007
* Anthony A. Massaro	Director	May 23, 2007
* Jane G. Pepper	Director	May 23, 2007
* Donald J. Shepard	Director	May 23, 2007
* Lorene K. Steffes	Director	May 23, 2007

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\* \_\_\_\_\_ Director May 23, 2007

Dennis F. Strigl

\* \_\_\_\_\_ Director May 23, 2007

Stephen G. Thieke

\* \_\_\_\_\_ Director May 23, 2007

Thomas J. Usher

\* \_\_\_\_\_ Director May 23, 2007

Helge H. Wehmeier

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

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**INDEX TO EXHIBITS**

Exhibit 4.1	Articles of Incorporation of The PNC Financial Services Group, Inc., as amended and restated	Incorporated by reference to Exhibit 3.4 to the Registrant's quarterly report on Form 10-Q for the quarter ended March 31, 2007
Exhibit 4.2	By-Laws of The PNC Financial Services Group, Inc., as amended and restated effective as of December 14, 2005	Incorporated by reference to Exhibit 3.5 to the Registrant's quarterly report on Form 10-Q for the quarter ended September 30, 2005
Exhibit 23	Consent of Deloitte & Touche LLP, Independent Registered Public Accounting Firm	Filed herewith
Exhibit 24	Powers of Attorney	Filed herewith
Exhibit 99.1	The PNC Financial Services Group, Inc. 2006 Incentive Award Plan	Incorporated by reference to Exhibit 10.39 to the Registrant's quarterly report on Form 10-Q for the quarter ended March 31, 2006
Exhibit 99.2	First Amendment to The PNC Financial Services Group, Inc. 2006 Incentive Award Plan	Filed herewith



**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our reports dated March 1, 2007, relating to the consolidated financial statements of The PNC Financial Services Group, Inc., and management's report on the effectiveness of internal control over financial reporting appearing in the Annual Report on Form 10-K of The PNC Financial Services Group, Inc. for the year ended December 31, 2006.

/s/ Deloitte & Touche LLP

Pittsburgh, Pennsylvania  
May 23, 2007

## POWER OF ATTORNEY

**The PNC Financial Services Group, Inc.  
2006 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 Richard J. Johnson, Samuel R. Patterson, Karen M. Barrett, and George P. Long, III, 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, one or more Registration Statements on Form S-8 (or other appropriate form) to be filed for the offering and/or sale 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 or statements, 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 as of this 14<sup>th</sup> day of May, 2007.

<u>Name/Signature</u>	<u>Capacity</u>
<u>/s/ James E. Rohr</u> James E. Rohr	Chairman, Chief Executive Officer (Principal Executive Officer) and Director
<u>/s/ Richard J. Johnson</u> Richard J. Johnson	Chief Financial Officer (Principal Financial Officer)
<u>/s/ Samuel R. Patterson</u> Samuel R. Patterson	Controller (Principal Accounting Officer)

**POWER OF ATTORNEY**

**The PNC Financial Services Group, Inc.  
2006 Incentive Award Plan**

Each of the undersigned directors of The PNC Financial Services Group, Inc. ("PNC"), a Pennsylvania corporation, hereby names, constitutes and appoints Richard J. Johnson, Samuel R. Patterson, Karen M. Barrett, and George P. Long, III, 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, one or more Registration Statements on Form S-8 (or other appropriate form) to be filed for the offering and/or sale 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 or statements, 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 as of this 22<sup>nd</sup> day of May, 2007.

<u>Name/Signature</u>	<u>Capacity</u>
<u>/s/ Richard O. Berndt</u> Richard O. Berndt	Director
<u>/s/ Charles E. Bunch</u> Charles E. Bunch	Director
<u>/s/ Robert N. Clay</u> Robert N. Clay	Director
<u>/s/ George A. Davidson, Jr.</u> George A. Davidson, Jr.	Director
<u>/s/ Kay Coles James</u> Kay Coles James	Director
<u>/s/ Richard B. Kelson</u> Richard B. Kelson	Director

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<u>/s/ Bruce C. Lindsay</u> Bruce C. Lindsay	Director
<u>/s/ Anthony A. Massaro</u> Anthony A. Massaro	Director
<u>/s/ Jane G. Pepper</u> Jane G. Pepper	Director
<u>/s/ Donald J. Shepard</u> Donald J. Shepard	Director
<u>/s/ Lorene K. Steffes</u> Lorene K. Steffes	Director
<u>/s/ Dennis F. Strigl</u> Dennis F. Strigl	Director
<u>/s/ Stephen G. Thieke</u> Stephen G. Thieke	Director
<u>/s/ Thomas J. Usher</u> Thomas J. Usher	Director
<u>/s/ Helge H. Wehmeier</u> Helge H. Wehmeier	Director

**FIRST AMENDMENT TO  
THE PNC FINANCIAL SERVICES GROUP, INC.  
2006 INCENTIVE AWARD PLAN**

WHEREAS, The PNC Financial Services Group, Inc. (the "Corporation") wishes to amend the Plan as set forth below; and

WHEREAS, Article 17 of the Plan authorizes the Corporation to amend the Plan;

NOW, THEREFORE, IT IS RESOLVED, that the Plan is hereby amended as follows, effective as of the execution date hereof:

1. The following new definition is added to Article 1 of the Plan, and the remaining definitions in Article 1 are renumbered accordingly:

"1.19 "Non-Exempt Employees" means employees whose minimum wages and maximum hours are subject to the requirements imposed under sections 206 and 207 of the Fair Labor Standards Act of 1938, as amended ("FLSA"), and who are not exempted from such requirements under section 213 of the FLSA."

2. Section 6.3 of the Plan is amended by revising the language of the exception set forth in the parenthetical that appears at the end of Section 6.3 to read as follows:

"(except that this limitation need not apply in the event of the death or disability of the Optionee or as otherwise permitted by the Agreement upon a change in control of the Corporation or, other than with respect to Optionees who are Non-Exempt Employees, as otherwise permitted by the Agreement)"

3. Section 7.3 of the Plan is amended by revising the language of the exception set forth in the parenthetical that appears at the end of the second sentence of Section 7.3 to read as follows:

"(except that this limitation need not apply in the event of the death or disability of the Grantee or as otherwise permitted by the Agreement)"

4. Section 8.4(i) of the Plan is amended by revising the language of the exception set forth in the parenthetical that appears at the end of Section 8.4(i) to read as follows:

"(except that this limitation need not apply in the event of the death or disability of the Grantee or as otherwise permitted by the Agreement upon a

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change in control of the Corporation or, other than with respect to Grantees who are Non-Exempt Employees, as otherwise permitted by the Agreement)”

5. Section 10.5 of the Plan is amended by revising the language of the exception set forth in the parenthetical that appears at the end of Section 10.5 to read as follows:

“(except that this limitation need not apply in the event of the death or disability of the Grantee or as otherwise permitted by the Agreement)”

6. Except as herein amended, the Plan shall remain in full force and effect.

Executed and adopted this 17<sup>th</sup> day of April, 2007, by authority of the Personnel and Compensation Committee of the Corporation.

THE PNC FINANCIAL SERVICES GROUP, INC.

/s/ William E. Rosner

By: William E. Rosner  
Title: Senior Vice President and Chief Human  
Resources Officer