

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

**POST-EFFECTIVE  
AMENDMENT NO. 2  
TO  
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. Incentive Savings Plan**  
(Full title of the plan)

**Richard J. Johnson**  
**Executive Vice President 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, and telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer   
Non-accelerated filer

Accelerated filer   
Smaller reporting company

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## EXPLANATORY STATEMENT

Effective January 1, 2010, participants in The PNC Financial Services Group, Inc. Incentive Savings Plan were no longer permitted to invest their contributions in The PNC Financial Services Group, Inc. ("PNC") common stock.

Therefore, PNC and The PNC Financial Services Group, Inc. Incentive Savings Plan, on behalf of The PNC Financial Services Group, Inc. Incentive Savings Plan and the PNC Retirement Savings Plan, which was merged into The PNC Financial Services Group, Inc. Incentive Savings Plan effective September 28, 2001 (together, the "ISP"), are filing this Post-Effective Amendment No. 2 to the Registration Statement to deregister all Plan interests that were registered thereunder for the ISP and to deregister any remaining shares of PNC common stock issuable under this Registration Statement.

PNC is acting pursuant to the power conferred on PNC in accordance with the provisions of Rule 478 under the Securities Act of 1933, as amended, to reduce the amount of securities registered, pursuant to its undertaking contained in Part II, Item 9 of the Registration Statement.

