

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

**POST-EFFECTIVE
AMENDMENT NO. 1
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

EXPLANATORY STATEMENT

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

Therefore, PNC and the ISP are filing this Post-Effective Amendment No. 1 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, as initially filed on December 14, 2006.

