

**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)

**1996 Executive Incentive Award Plan**  
(Full titles of the plans)

**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**  
(Name and address for agent for service)

**(412) 762-2000**  
(Telephone number, including area code, of agent for service of process)

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

**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	250,000	\$62.585	\$15,646,250	\$1,816.53

- (1) Pursuant to Rule 416(c) under the Securities Act of 1933, this Registration Statement also covers any additional securities which may become issuable pursuant to stock splits, stock dividends or similar transactions, without the need for any post-effective amendment.
- (2) Calculated pursuant to Rule 457(h) of the Securities Act of 1933, solely for the purpose of computing the registration fee, based on the average of the high and low sale prices of the common stock of The PNC Financial Services Group, Inc. ("PNC") as reported on the New York Stock Exchange on March 14, 2011.

## EXPLANATORY NOTE

The purpose of this Registration Statement is to register 250,000 shares of The PNC Financial Services Group, Inc. common stock, par value \$5.00 per share, for issuance pursuant to The PNC Financial Services Group, Inc. 1996 Executive Incentive Award Plan, as amended (the "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" or the "Registrant") with the Securities and Exchange Commission (the "Commission") 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, 2010;
- PNC's current reports on Form 8-K filed with the Commission on February 15, 2011, March 1, 2011, and March 7, 2011; and
- 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 on September 24, 1987, including any amendment or report filed with the Commission for the purpose of updating this description.

All documents filed by PNC pursuant to Section 13(a), 13(c), 14 or 15(d) of the Exchange Act subsequent to the date of this Registration Statement and prior to the filing of a post-effective amendment hereto, which indicates that all securities offered hereunder have been sold or which deregisters all securities remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing of such documents. Any report, document or portion thereof that is furnished to, but not filed with, the Commission is not incorporated by reference.

Any statement contained in a document incorporated or deemed to be incorporated by reference or deemed to be part of this Registration Statement shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained in this Registration Statement or in any other subsequently filed document that also is, or is deemed to be, incorporated by reference in this Registration Statement modifies or replaces such statement. Any statement contained in a document that is deemed to be incorporated by reference or deemed to be part of this Registration Statement after the most recent effective date may modify or replace existing statements contained in this Registration Statement. Any such statement so modified or replaced shall not be deemed, except as so modified or replaced, to constitute a part of this Registration Statement.

##### **Item 5. Interests of Named Experts and Counsel.**

The legal opinion regarding the validity of the securities to be issued is rendered by George P. Long, III, Chief Governance Counsel and Corporate Secretary of PNC. Mr. Long beneficially owns or has the rights to acquire an aggregate of less than 1% of PNC's common stock.

##### **Item 6. Indemnification of Directors and Officers.**

PNC is incorporated under the laws of the Commonwealth of Pennsylvania. Sections 1741 and 1742 of the Pennsylvania Business Corporation Law ("PBCL") provide that a Pennsylvania corporation has the power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation), by reason of the fact that the person is or was a representative of the corporation, or is or was serving at the request of the corporation as a representative of another enterprise, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with the action or proceeding if the person acted in good faith and in a manner the person reasonably believed to be in, or not opposed to, the best interests of the corporation and, with respect to any criminal proceeding, had no reasonable cause to believe the person's conduct was unlawful. In the case of an action brought by or in the right of the corporation, indemnification of any person

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who was or is a party or is threatened to be made a party to the action by reason of the fact that the person is or was a representative of the corporation, or is or was serving at the request of the corporation as a representative of another enterprise, against expenses (including attorney's fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action is permitted if such person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation. No indemnification is permitted under this provision, however, in respect of any claim, issue or matter as to which such person has been adjudged to be liable to the corporation unless and only to the extent that the court of common pleas of the judicial district embracing the county in which the registered office of the corporation is located or the court in which the action was brought determines upon application that, despite the adjudication of liability but in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnity for the expenses that the court of common pleas or other court deems proper.

Section 1743 of the PBCL provides, in general, that a corporation must indemnify any representative of a business corporation who has been successful on the merits or otherwise in defense of any action or proceeding referred to in Section 1741 or Section 1742 or in defense of any claim, issue, or matter therein, against expenses (including attorney fees) actually and reasonably incurred therein.

Section 1746 of the PBCL 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.

Our By-Laws 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. Our 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 1747 of the PBCL provides, in general, that a corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a representative of the corporation or is or was serving at the request of the corporation as a representative of another entity against any liability asserted against the person in any capacity, or arising out of the person's status as such, regardless of whether the corporation would have the power to indemnify such person against that liability under the provisions of the PBCL. 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.

The foregoing is only a general summary of certain aspects of Pennsylvania law and PNC's bylaws dealing with indemnification of directors and officers, and does not purport to be complete. It is qualified in its entirety by reference to the detailed provisions of Sections 1741, 1742, 1743, 1746 and 1747 of the PBCL and the bylaws of PNC.

**Item 8. Exhibits.**

The Exhibit Index of this Registration Statement, filed herewith, is incorporated herein by reference. The file number of all filings referenced in the Exhibit Index is 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:
  - (a) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933 (the "Act");
  - (b) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change to the information set forth in this Registration Statement; and
  - (c) 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;provided, however, that Paragraphs 1(a) and 1(b) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or 15(d) of the Exchange Act that are incorporated by reference in the registration statement.
- (2) That, for the purpose of determining any liability under the Act, 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.

The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act 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 Act 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 Commission such indemnification is against public policy as expressed in the 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 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, PNC 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 March 18, 2011.

THE PNC FINANCIAL SERVICES GROUP, INC.

By: /s/ Gregory H. Kozich

Gregory H. Kozich

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:

<b>Signature</b>	<b>Title</b>	<b>Date</b>
* _____ James E. Rohr	Chairman, Chief Executive Officer and Director (Principal Executive Officer)	March 18, 2011
* _____ Richard J. Johnson	Chief Financial Officer (Principal Financial Officer)	March 18, 2011
* _____ Gregory H. Kozich	Controller (Principal Accounting Officer)	March 18, 2011
* _____ Richard O. Berndt	Director	March 18, 2011
* _____ Charles E. Bunch	Director	March 18, 2011
* _____ Paul W. Chellgren	Director	March 18, 2011
* _____ Kay Coles James	Director	March 18, 2011
* _____ Richard B. Kelson	Director	March 18, 2011
* _____ Bruce C. Lindsay	Director	March 18, 2011
* _____ Anthony A. Massaro	Director	March 18, 2011

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* _____ Jane G. Pepper	Director	March 18, 2011
* _____ Donald J. Shepard	Director	March 18, 2011
* _____ Lorene K. Steffes	Director	March 18, 2011
* _____ Dennis F. Strigl	Director	March 18, 2011
* _____ Stephen G. Thieke	Director	March 18, 2011
* _____ Thomas J. Usher	Director	March 18, 2011
* _____ George H. Walls, Jr.	Director	March 18, 2011
* _____ Helge H. Wehmeier	Director	March 18, 2011
*By: <u>/s/ George P. Long, III</u> George P. Long, III, Attorney-in-Fact, pursuant to Powers of Attorney filed herewith		



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**INDEX TO EXHIBITS**

Exhibit 4.1	The PNC Financial Services Group, Inc. Articles of Incorporation, as amended effective January 2, 2009	Incorporated herein by reference to Exhibit 3.1 of PNC's annual report on Form 10-K for the year ended December 31, 2008
Exhibit 4.2	By-Laws of The PNC Financial Services Group, Inc., as amended and restated effective February 12, 2009	Incorporated herein by reference to Exhibit 3.2 of PNC's current report on Form 8-K filed February 19, 2009
Exhibit 4.3	The PNC Financial Services Group, Inc. 1996 Executive Incentive Award Plan, as amended and restated effective as of January 1, 2007	Incorporated herein by reference to Exhibit 10.10 of PNC's Annual Report on Form 10-K for the year ended December 31, 2007
Exhibit 5.1	Opinion of George P. Long, III	Filed herewith
Exhibit 23.1	Consent of PricewaterhouseCoopers LLP, relating to The PNC Financial Services Group, Inc.	Filed herewith
Exhibit 23.2	Consent of Deloitte & Touche LLP, relating to BlackRock, Inc.	Filed herewith
Exhibit 23.3	Consent of George P. Long, III	Included in the opinion filed as Exhibit 5.1 hereto
Exhibit 24.1	Powers of Attorney	Filed herewith
Exhibit 24.2	Power of Attorney	Filed herewith

March 18, 2011

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

Re: The PNC Financial Services Group, Inc.  
Registration Statement on Form S-8 Relating to The PNC Financial  
Services Group, Inc. 1996 Executive Incentive Award Plan

Ladies and Gentlemen:

I am Chief Governance Counsel and Corporate Secretary of The PNC Financial Services Group, Inc., a Pennsylvania corporation (the "Company") and in that capacity have acted as counsel for the Company in connection with the preparation of a registration statement on Form S-8 (the "Registration Statement") to be filed with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Act"), relating to 250,000 shares of PNC's common stock, par value \$5.00 per share (the "Common Stock"), to be issued under The PNC Financial Services Group, Inc. 1996 Executive Incentive Award Plan (the "Plan").

I have reviewed such corporate records and other documents relating to the Company and certificates of public officials and officers of the Company that I have deemed necessary under the circumstances as a basis for the opinions hereinafter expressed.

In making such examination and rendering the opinions set forth below, I have assumed: (i) the genuineness and authenticity of all signatures on original documents; (ii) the authenticity of all documents submitted to me as originals; (iii) the conformity to originals of all documents submitted to me as certified, telecopied or reproduced copies and the authenticity of the originals of such documents; (iv) the accuracy, completeness and authenticity of certificates or letters of public officials; and (v) the due authorization, execution and delivery of all documents (except the due authorization, execution and delivery by the Company), where authorization, execution and delivery are prerequisites to the effectiveness of such documents.

Based upon the foregoing, it is my opinion that the shares of Common Stock covered by the Registration Statement are duly authorized, and when issued and delivered by the Company in accordance with the terms of the Plan, will be validly issued, fully paid and non-assessable.

I express no opinion with respect to the laws of any jurisdiction other than the laws of the Commonwealth of Pennsylvania.

I hereby consent to the use of this opinion as Exhibit 5.1 to the Registration Statement. In giving such opinion, I do not thereby admit that I am acting within the category of persons whose consent is required under Section 7 of the Act or the rules or regulations of the Commission thereunder.

Very truly yours,

/s/ George P. Long, III

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated March 1, 2011 relating to the consolidated financial statements and the effectiveness of internal control over financial reporting, which appears in The PNC Financial Services Group, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2010.

/s/ PricewaterhouseCoopers LLP

Pittsburgh, Pennsylvania  
March 18, 2011

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference of our report dated February 28, 2011 relating to the consolidated financial statements of BlackRock, Inc. appearing in the Annual Report on Form 10-K of BlackRock, Inc. for the year ended December 31, 2010, which is incorporated by reference in the Annual Report on Form 10-K of The PNC Financial Services Group, Inc. (the "Corporation") for the year ended December 31, 2010, in this Registration Statement on Form S-8 of the Corporation.

/s/ Deloitte & Touche LLP

New York, New York  
March 18, 2011

**POWER OF ATTORNEY****The PNC Financial Services Group, Inc.**

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, Christi Davis, 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: (1) the registration of deferred compensation obligations pursuant to the plans set forth on Exhibit A hereto; or (2) the offering and/or sale of shares of PNC common stock in connection with the plans set forth on Exhibit B hereto; and in addition to the plans set forth on Exhibit A and B hereto, any successor plan or plans, and any and all amendments (including post-effective amendments) to such Registration Statement or Registration 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 9th day of February, 2011.

<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/ Richard O. Berndt</u> Richard O. Berndt	Director
<u>/s/ Charles E. Bunch</u> Charles E. Bunch	Director
<u>/s/ Paul W. Chellgren</u> Paul W. Chellgren	Director
<u>/s/ Kay Coles James</u> Kay Coles James	Director

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<u>/s/ Richard B. Kelson</u> Richard B. Kelson	Director
<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/ George H. Walls, Jr.</u> George H. Walls, Jr.	Director
<u>/s/ Helge H. Wehmeier</u> Helge H. Wehmeier	Director

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**EXHIBIT A**

**Deferred Compensation Obligation Plans**

The PNC Financial Services Group, Inc. and Affiliates Deferred Compensation Plan  
The PNC Financial Services Group, Inc. Supplemental Incentive Savings Plan

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**EXHIBIT B**

**Equity Award Plans**

The PNC Financial Services Group, Inc. 1996 Executive Incentive Award Plan

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



**POWER OF ATTORNEY**

**The PNC Financial Services Group, Inc.**

The undersigned officer of The PNC Financial Services Group, Inc. ("PNC"), a Pennsylvania corporation, hereby names, constitutes and appoints Christi Davis 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: (1) the registration of deferred compensation obligations pursuant to the plans set forth on Exhibit A hereto; or (2) the offering and/or sale of shares of PNC common stock in connection with the plans set forth on Exhibit B hereto; and in addition to the plans set forth on Exhibit A and B hereto, any successor plan or plans, and any and all amendments (including post-effective amendments) to such Registration Statement or Registration 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 6th day of March, 2011.

<u>Name/Signature</u>	<u>Capacity</u>
/s/ Gregory H. Kozich Gregory H. Kozich	Controller (Principal Accounting Officer)

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**EXHIBIT A**

**Deferred Compensation Obligation Plans**

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The PNC Financial Services Group, Inc. Supplemental Incentive Savings Plan

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**EXHIBIT B**

**Equity Award Plans**

The PNC Financial Services Group, Inc. 1996 Executive Incentive Award Plan

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