

PNC FINANCIAL SERVICES GROUP INC  
Form S-8 POS  
June 17, 2010

As filed with the Securities and Exchange Commission on June 17, 2010

Registration No. 333-65042

**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.**

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(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.

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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 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.

**SIGNATURES**

The Registrant. Pursuant to the requirements of the Securities Act of 1933, PNC has duly caused this Post-Effective Amendment No. 2 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Pittsburgh, Commonwealth of Pennsylvania, June 17, 2010.

THE PNC FINANCIAL SERVICES GROUP, INC.  
(Registrant)

By: /s/ SAMUEL R. PATTERSON  
(Signature and Title)

**Samuel R. Patterson,  
Senior Vice President and Controller**

The PNC Financial Services Group, Inc. Incentive Savings Plan. Pursuant to the requirements of the Securities Act of 1933, the trustees (or other persons who administer The PNC Financial Services Group, Inc. Incentive Savings Plan) have duly caused this Post-Effective Amendment No. 2 to the Registration Statement to be signed on behalf of The PNC Financial Services Group, Inc. Incentive Savings Plan and the PNC Retirement Savings Plan, by the undersigned, thereunto duly authorized, in the City of Pittsburgh, Commonwealth of Pennsylvania, June 17, 2010.

THE PNC FINANCIAL SERVICES GROUP, INC.  
INCENTIVE SAVINGS PLAN

By: /s/ JAMES S. GEHLKE  
(Signature and Title)

**James S. Gehlke,  
Plan Administrator for The PNC Financial  
Services Group, Inc. Incentive Savings Plan**

By: /s/ KERRY ALLEN  
(Signature and Title)

**Kerry Allen,  
Plan Manager for The PNC Financial Services  
Group, Inc. Incentive Savings Plan**