

PNC FINANCIAL SERVICES GROUP INC

Form 10-Q/A

February 04, 2008

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**Washington, DC 20549**

**FORM 10-Q/A**

**Amendment No. 1**

{x} QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended June 30, 2007

or

{ } TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from to

Commission file number 001-09718

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**

(I.R.S. Employer Identification No.)

**One PNC Plaza,**

**249 Fifth Avenue,**

**Pittsburgh, Pennsylvania 15222-2707**

(Address of principal executive offices)

(Zip Code)

**(412) 762-2000**

(Registrant's telephone number, including area code)

**(Former name, former address and former fiscal year, if changed since last report)**

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of accelerated filer and large accelerated filer in Rule 12b-2 of the Exchange Act. Check one:

Large accelerated filer  Accelerated filer  Non-accelerated filer

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

As of July 31, 2007, there were 339,797,732 shares of the registrant's common stock (\$5 par value) outstanding.

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

**Cross-Reference Index to Second Quarter 2007 Form 10-Q/A**

**Amendment No. 1**

**EXPLANATORY NOTE**

By filing this Amendment No. 1, The PNC Financial Services Group, Inc. ( PNC or the Corporation ) hereby amends its Quarterly Report on Form 10-Q for the quarter ended June 30, 2007 ( Second Quarter 2007 Form 10-Q ) to incorporate by reference the unaudited condensed consolidated financial statements of BlackRock, Inc. (Commission File Number 001-33099) included in Part I, Item 1 of BlackRock, Inc. s Quarterly Report on Form 10-Q for the quarter ended June 30, 2007.

Except for the disclosure above and Item 6 of Part II, no other information in the Second Quarter 2007 Form 10-Q is being amended by this Amendment. This Amendment continues to speak as of August 8, 2007, the date of the original filing of PNC s Quarterly Report on Form 10-Q for the quarter ended June 30, 2007, and PNC has not updated the disclosure in this Amendment to speak as of any later date.

**PART II OTHER INFORMATION**

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**PART II OTHER INFORMATION**

**ITEM 6. EXHIBITS**

The following exhibit index lists Exhibits filed, or in the case of Exhibits 32.1, 32.2, 32.3 and 32.4 furnished, with this Quarterly Report on Form 10-Q:

**EXHIBIT INDEX**

10.50	Second Amendment to Share Surrender Agreement made and entered into as of June 11, 2007 by and between the Corporation, BlackRock, Inc. and PNC Bancorp, Inc. Incorporated by reference to Exhibit 10.50 of the Corporation's Current Report on Form 8-K dated June 11, 2007 (filed June 14, 2007).
10.51	2006-2007 Forms of employee incentive performance units agreements. Incorporated by reference to Exhibit 10.51 of the Corporation's Second Quarter 2007 Form 10-Q.
10.52	First Amendment to the Corporation's 2006 Incentive Award Plan. Incorporated by reference to Ex. 99.2 of the Registration Statement on Form S-8 (Registration No. 333-143182) filed by the Corporation (Commission File No. 001-09718) with the SEC on May 23, 2007.
12.1	Computation of Ratio of Earnings to Fixed Charges. Incorporated by reference to Exhibit 12.1 of the Corporation's Second Quarter 2007 Form 10-Q.
12.2	Computation of Ratio of Earnings to Fixed Charges and Preferred Stock Dividends. Incorporated by reference to Exhibit 12.2 of the Corporation's Second Quarter 2007 Form 10-Q.
31.1	Certification of Chairman and Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. Incorporated by reference to Exhibit 31.1 of the Corporation's Second Quarter 2007 Form 10-Q.
31.2	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. Incorporated by reference to Exhibit 31.2 of the Corporation's Second Quarter 2007 Form 10-Q.
31.3	Certification of Chairman and Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. Filed herewith.
31.4	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. Filed herewith.
32.1	Certification of Chairman and Chief Executive Officer pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. Incorporated by reference to Exhibit 32.1 of the Corporation's Second Quarter 2007 Form 10-Q.
32.2	Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. Incorporated by reference to Exhibit 32.2 of the Corporation's Second Quarter 2007 Form 10-Q.
32.3	Certification of Chairman and Chief Executive Officer pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. Filed herewith.
32.4	Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. Filed herewith.
99.1	Registration Rights Agreement dated as of December 20, 2006, by and among PNC Funding Corp, as Issuer, The PNC Financial Services Group, Inc., as Guarantor, and Morgan Stanley & Co Incorporated, as Initial Purchaser. Incorporated by reference to Exhibit 99.1 of the Corporation's Second Quarter 2007 Form 10-Q.
99.2	Form of Floating Rate Exchangeable Senior Notes. Incorporated by reference to Exhibit 99.2 of the Corporation's Second Quarter 2007 Form 10-Q.
99.3	Form T-1 Statement of Eligibility Under the Trust Indenture Act of 1939 of The Bank of New York to act as Trustee under the Indenture dated December 20, 2006. Incorporated by reference to Exhibit 99.3 of the Corporation's Second Quarter 2007 Form 10-Q.

## Edgar Filing: PNC FINANCIAL SERVICES GROUP INC - Form 10-Q/A

You can receive copies of these Exhibits electronically at the SEC's home page at [www.sec.gov](http://www.sec.gov) or by mail from the Public Reference Section of the SEC, 100 F Street, N.E., Washington, DC 20549 at prescribed rates. The Exhibits are also available as part of this Form 10-Q on or through PNC's corporate website at [www.pnc.com](http://www.pnc.com) under About PNC Investor Relations Financial Information SEC Filings Form 10-Q. Shareholders may also receive copies of Exhibits, without charge, by contacting Shareholder Relations at 800-843-2206 or via e-mail at [investor.relations@pnc.com](mailto:investor.relations@pnc.com).

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**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this Amendment No. 1 on Form 10-Q/A to the Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2007 to be signed on February 4, 2008 on its behalf by the undersigned thereunto duly authorized.

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

/s/ Samuel R. Patterson  
Samuel R. Patterson  
Controller  
(Principal Accounting Officer)