

PNC FINANCIAL SERVICES GROUP INC  
Form 8-A12B  
February 13, 2008

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

Washington, D.C. 20549

**FORM 8-A**

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES**  
**PURSUANT TO SECTION 12(b) OR (g) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

**The PNC Financial Services Group, Inc.**  
(Exact name of registrant as specified in its charter)

**PNC Capital Trust E**  
(Exact name of registrant as specified in its charter)

**Pennsylvania**  
(State or other jurisdiction of incorporation or  
organization of registrant)

**Delaware**  
(State or other jurisdiction of incorporation or  
organization of registrant)

25-1435979

25-6576728

Edgar Filing: PNC FINANCIAL SERVICES GROUP INC - Form 8-A12B

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

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

c/o The PNC Financial Services Group, Inc

One PNC Plaza

One PNC Plaza

249 Fifth Avenue

249 Fifth Avenue

Pittsburgh, Pennsylvania

Pittsburgh, Pennsylvania

15222-2072

15222-2072

(Address of principal executive offices)

(Address of principal executive offices)

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), please check the following box.  x

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), please check the following box.  "

Securities Act registration statement file number to which this form relates:

333-139913 and 333-139913-04

Securities to be registered pursuant to Section 12(b) of the Act:

**Title of Each Class**

**Name of Each Exchange on Which**

**to be so Registered**

**Each Class is to be Registered**

7 3/4% Trust Preferred Securities

New York Stock Exchange, Inc.

(and guarantees related thereto)

Securities to be registered pursuant to Section 12(g) of the Act: None

**Item 1. Description of Registrant's Securities to be Registered.**

The class of securities registered hereby consists of (a) the 7 3/4% Trust Preferred Securities (the Trust Preferred Securities ) representing preferred undivided beneficial interests in the assets of PNC Capital Trust E, a statutory trust formed under the laws of the State of Delaware (the Trust ), and (b) the guarantee with respect thereto issued by The PNC Financial Services Group, Inc. (the Guarantee ).

For a description of the Trust Preferred Securities and the Guarantee, reference is made to the information set forth under the sections Description of Trust Preferred Securities, Description of the Junior Subordinated Notes, Description of the Guarantee and Relationship among Trust Preferred Securities, Junior Subordinated Notes and Guarantee in the final prospectus supplement dated February 6, 2008, filed with the Securities and Exchange Commission on February 7, 2008, pursuant to Rule 424(b), (the Final Prospectus ) in connection with the automatic shelf registration statement on Form S-3 (Nos. 333-139913 and 333-139913-04) of The PNC Financial Services Group, Inc. and PNC Capital Trust E, filed on January 11, 2007 (the Registration Statement ). The above mentioned descriptions are incorporated herein by reference.

**Item 2. Exhibits.**

- 4.1. Amended and Restated Certificate of Trust of PNC Capital Trust E, dated as of January 9, 2007 (incorporated by reference to Exhibit 4.3 to the Registration Statement on Form S-3 of The PNC Financial Services Group, Inc. and PNC Capital Trust E (Nos. 333-139913 and 333-139913-04)).
- 4.2. First Amended and Restated Declaration of Trust of PNC Capital Trust E, dated as of January 9, 2007 (incorporated by reference to Exhibit 4.1 of the Registrant's Current Report on Form 8-K filed on February 13, 2008).
- 4.3. Second Amended and Restated Declaration of Trust of PNC Capital Trust E, dated as of February 13, 2008 (incorporated by reference to Exhibit 4.2 of the Registrant's Current Report on Form 8-K, filed on February 13, 2008).
- 4.4. Amended and Restated Indenture, dated as of February 13, 2008 between the Company and The Bank of New York, as Trustee (incorporated by reference to Exhibit 4.3 of the Registrant's Current Report on Form 8-K, filed on February 13, 2008).
- 4.5. First Supplemental Indenture, dated as of February 13, 2008 between the Company and The Bank of New York, as Trustee (incorporated by reference to Exhibit 4.4 of the Registrant's Current Report on Form 8-K, filed on February 13, 2008).
- 4.6. Guarantee Agreement with respect to the Trust Preferred Securities, dated as of February 13, 2008 (incorporated by reference to Exhibit 4.5 of the Registrant's Current Report on Form 8-K, filed on February 13, 2008).
- 4.7. Form of Trust Preferred Security (included in Exhibit 4.3 above).
- 4.8. Form of Junior Subordinated Note (included in Exhibit 4.5 above).

**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

Date: February 13, 2008

The PNC Financial Services Group, Inc.

By: /s/ Mitchell D. Roberts  
Name: Mitchell D. Roberts  
Title: Vice President

PNC Capital Trust E

By: /s/ Lisa Marie Kovac  
Name: Lisa Marie Kovac  
Title: Administrative Trustee

**EXHIBIT INDEX**

<b>Number</b>	<b>Description</b>	<b>Method of Filing</b>
4.1	Amended And Restated Certificate of Trust of PNC Capital Trust E, dated as of January 9, 2007.	Incorporated by reference to Exhibit 4.3 to the Registration Statement on Form S-3 of The PNC Financial Services Group, Inc. and PNC Capital Trust E (Nos. 333-139913 and 333-139913-04).
4.2	First Amended and Restated Declaration of Trust of PNC Capital Trust E, dated as of January 9, 2007.	Incorporated by reference to Exhibit 4.1 of the Registrant's Current Report on Form 8-K filed on February 13, 2008.
4.3	Second Amended and Restated Declaration of Trust of PNC Capital Trust E, dated as of February 13, 2008.	Incorporated by reference to Exhibit 4.2 of the Registrant's Current Report on Form 8-K, filed on February 13, 2008.
4.4	Amended and Restated Indenture, dated as of February 13, 2008 between the Company and The Bank of New York, as Trustee.	Incorporated by reference to Exhibit 4.3 of the Registrant's Current Report on Form 8-K, filed on February 13, 2008.
4.5	First Supplemental Indenture, dated as of February 13, 2008 between the Company and The Bank of New York, as Trustee.	Incorporated by reference to Exhibit 4.4 of the Registrant's Current Report on Form 8-K, filed on February 13, 2008.
4.6	Guarantee Agreement with respect to the Trust Preferred Securities, dated as of February 13, 2008.	Incorporated by reference to Exhibit 4.5 of the Registrant's Current Report on Form 8-K, filed on February 13, 2008.
4.7	Form of Trust Preferred Security.	Included in Exhibit 4.3 above.
4.8	Form of Junior Subordinated Note.	Included in Exhibit 4.5 above.