## FORM 4

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

OMB APPROVAL
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hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

#### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Derivative Security (Instr. 3)  Date (Month/Day/Year)  Derivative Security (Instr. 3)  Date (Month/Day/Year)  Derivative Security Security  Security  Derivative Securities (Instr. 3)  Derivative Securities (Instr. 4)  Direct (D) or Indirect (Instr. 4)  Instr. 4)  Date Exercisable Expiration Date (Month/Day/Year)  Derivative Securities (Instr. 4)  Direct (D) or Indirect (Instr. 4)  Ownership Form of Derivative Securities (Instr. 4)  Direct (D) or Indirect (Instr. 4)  Ownership Form of Derivative Securities (Instr. 4)  Direct (D) or Indirect (Instr. 4)  Ownership Form of Derivative Securities (Instr. 4)  Direct (D) or Indirect (Instr. 4)  Ownership Form of Derivative Securities (Instr. 4)  Direct (D) or Indirect (Instr. 4)  Ownership Form of Derivative Securities (Instr. 4)  Ownership Form of Derivative Securities (Instr. 4)  Direct (D) or Indirect (Instr. 4)  Ownership Form of Derivative Securities (Instr. 4)  Direct (D) or Indirect (Instr. 4)  Ownership Form of Derivative Securities (Instr. 4)  Direct (D) or Indirect (Instr. 4)  Ownership Form of Derivative Securities (Instr. 4)  Ownersh	(Print or Ty	pe Response	s)															
A. Deemed   S. Par Common Stock   03/01/2017   State   1- Derivative Securities Securities   S. Par Common Stock   03/01/2017   S. Par Common Stock   03/0					PNC FINANCIAL SERVICES GROUP, INC.								(Check all applicable)  Director 10% Owner  X Officer (give title below) Other (specify below)					
PITTSBURGH, PA 15222-2707    City   State)   City   (State)   City   (Month/Day/Year)   (	THE TOWER AT PNC PLAZA, 300 FIFTH					` '									Exect	itive vice Pr	esident	
City	PITTSBU	JRGH, PA		07			Date	Origin	nal Fi	led(Month	n/Day/Yea	r)		_X_ Form filed by One Reporting Person				
Conversion   Con						T	able I	- Non	-Der	ivative S	Securiti	es Ac	equir	red, Dispo	osed of, or I	Beneficially (	Owned	
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  1. Title of Security (Instr. 3) Price of Derivative Security Security  Security (Instr. 3) Price of Derivative Security Security  Security Security  Security  Amount of Derivative Securities Securities  Amount of Derivative Securities (Instr. 3 and 4) Securities Securities (Instr. 3) A, and 5)  Date Date Exprisation Date (A) or Disposed of (D) (Instr. 4)  Date Date Exprisable Date Expiration Date of Date (Instr. 4)  Date Date Expiration Date (Instr. 4)			Date	Execution Date, if any		Code (Instr. 8)			(A) or Disposed (Instr. 3, 4 and 5 (A) or		d of (1 5)	D)	Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) Ownershi Form: Direct (D or Indirect (I)		Ownership Form: Direct (D) or Indirect (I)	of Indirect Beneficial Ownership		
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  1. Title of Derivative Securities (Instr. 3) Date Price of Derivative Security Security  Security  1. Title of Date Price of Derivative Security  Security  1. Title of Date Price of Derivative Securities (Instr. 3) Date Price of Derivative Security  Security  1. Title of Date Price of Date Price of Derivative Securities (Instr. 3) Date Derivative Securities Acquired (A) or Disposed of (Dinstr. 3) Derivative Securities Acquired (A) or Disposed of (Dinstr. 3) Date Price of Derivative Securities Acquired (A) or Disposed of (Dinstr. 3) A, and 5)  1. Title of Date Exprisable Date Securities Acquired (A) or Disposed of (Dinstr. 3) Date Exprisable Date Price of Date Date Exprision Date Securities Acquired Transaction Date (Month/Day/Year)  1. Title of Date Exprisable Date Date Expiration Date Securities Acquired Transaction Date Date Expiration Date Date Expiration Date Title Date Expiration Date Date Date Expiration Date Date Date Expiration Date Date Date Expiration Date Date Date Date Expiration Date Date Date Date Date Date Date Date	\$5 Par Common Stock			03/01/2017			N	М			A		69	93,299 (2)			D	
1. Title of Derivative Security (Instr. 3)    A Deemed Execution Date (Month/Day/Year) Price of Derivative Security (Instr. 3)    A Deemed Execution Date, if Derivative Security (Instr. 3)   A Deemed Execution Date, if Derivative Security (Instr. 3)   A Deemed Execution Date, if Date (Instr. 8)   Date Exercisable and Expiration Date (Month/Day/Year)   Derivative Securities (Instr. 3 and 4)   Derivative Securities (Instr. 5)   Derivative Security (Instr. 5)   Derivative Security (Instr. 4)   Derivative Security (Instr. 4)   Date Exercisable and Expiration Date (Month/Day/Year)   Derivative Securities (Instr. 4)   Date Exercisable and Expiration Date (Month/Day/Year)   Derivative Securities (Instr. 4)   Deriv	Keimidel.	Report on a s	reparate fine to	Table II - 1	Derivative So	ecurit	ies Ac	quire	Pers cont the f	ons when ained in the constant of the constant	no resp n this f splays	orm a cui	are rren cially	not requ tly valid	ired to res	spond unle	ss	1474 (9-02)
	Derivative Security	Conversion or Exercise Price of Derivative	Date	on 3A. Deemed Execution Da any	4. Transa Code (Instr.	ction 8)	5. Numborf Of Deriv Secur Acqui (A) or Disport of (D) (Instr. 4, and	ative ities ired rosed ) . 3,	6. Date Exercisable and Expiration Date (Month/Day/Year)		77 L S ((44	7. Title and Amount of Underlying Securities (Instr. 3 and 4)  Amount or Title Number		Derivative Security	Derivative Securities Beneficially Owned Following Reported Transaction	Owners Form of Derivat Security Direct ( or Indir (s) (I)	Beneficia Ownershi (Instr. 4)	

### **Reporting Owners**

	Relationships								
Reporting Owner Name / Address	Director	10% Owner	Officer	Other					
Reilly Robert Q THE TOWER AT PNC PLAZA 300 FIFTH AVENUE PITTSBURGH, PA 15222-2707			Executive Vice President						

### **Signatures**

Christi Davis, Attorney-in-Fact for Robert Q. Reilly	12/12/2017
-*Signature of Reporting Person	Date

#### **Explanation of Responses:**

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The reporting person is amending this Form 4 to reflect the correct number of shares purchased through Employee Stock Options.
- (2) Corrected ending balance of direct holdings as of March 1, 2017.

#### Remarks:

See attached footnotes page.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.