(Print or Type Pecnonces)

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

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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

f Reporting Per	rson *				d Tick	er or	Trac	ding Syr	mbal		5	Relation	shin of Ren	orting Perso	n(s) to Issu	er	
	1. Name and Address of Reporting Person *- Larrimer Karen L.			2. Issuer Name and Ticker or Trading Symbol PNC FINANCIAL SERVICES GROUP, INC. [PNC]								5. Relationship of Reporting Person(s) to Issuer (Check all applicable)    Director				)	
(First) PNC PLAZ	A, 300 FIFTH		te of Earli 4/2018	est T	Γransac	etion	(Moı	nth/Day	/Year)				Exect	nive vice ri	esident		
(Street)	0.7	4. If a	Amendme	nt, E	Oate Or	rigina	ıl File	ed(Month	/Day/Yea	ar)		X_Form file	ed by One Repo	orting Person		ible Lin	ne)
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		(Month/Day/Year)		ar)	Code	7	V A	Amount	(A) or (D)	Prio	ce	(Instr. 3 and 4)					nership str. 4)
ock	02/14/2018				A <sup>(1)</sup>		3	3,572	A	\$ 0		26,065			D		
ock	02/14/2018				F <sup>(2)</sup>		1	,097	D	\$ 158.	.27	24,968			D		
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t	(Street) A 15222-270 (State) tock tock separate line for a separat	A 15222-2707  (State) (Zip)  2. Transaction Date (Month/Day/Year)  tock 02/14/2018  tock 02/14/2018  separate line for each class of security separate line for	(Street)  4. If A 15222-2707  (State)  2. Transaction Date (Month/Day/Year)  tock  02/14/2018  2. Transaction Execution any (Month)  tock  02/14/2018  Table II - Deriva (e.g., p)  3. Transaction Date (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  3. Transaction Execution Date, if any	(Street)  4. If Amendme  2. Transaction Date (Month/Day/Year)  2. Transaction Date, any (Month/Day/Year)  4. If Amendme  2. Transaction Date, any (Month/Day/Year)  4. If Amendme  2. Transaction Date, any (Month/Day/Year)  4. If Amendme  2. Transaction Date, any (Month/Day/Year)  4. 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Derivative Securities (Month/Day/Year)  6. Date Securities (Month/Day/Year)  7. Title (Month/Day/Year)  8. Derivative Securities (Month/Day/Year)  9. Derivative Securities (Month/Day/Year)	(Street)  4. If Amendment, Date Original Filed(Month/Day/Year)  (State)  (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 5)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  2. Transaction Date (Execution Date, if any (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (A) Or Disposed of (D) (Instr. 3, 4 and 5)  (A) Or Price (Instr. 3 and 4 and 5)  (A) Or Price (Instr. 3 and 5)  (Month/Day/Year)  (Month	(Street) 4. If Amendment, Date Original Filed(Month/Day/Year) (State)  Table I - Non-Derivative Securities Acquired, Disposed of, or I Execution Date (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  Table I - Non-Derivative Securities Acquired, Original Filed(Month/Day/Year)  2. 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If Amendment, Date Original Filed(Month/Day/Year)  (State)  (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  2. Transaction Date, if (Month/Day/Year)  (M

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

# **Signatures**

Christi Davis, Attorney-in-Fact for Karen L. Larrimer	02/16/2018

**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).
  - On February 14, 2018, 3,572 shares of PNC common stock vested after the Personnel and Compensation Committee of the PNC Board of Directors approved a payout of 107.18% based on performance against established criteria of previously granted incentive performance units to the reporting person. The grant was made on February 13,
- (1) 2015 and expressed as a "target" number of share units, with payout contingent on PNC having achieved related performance criteria. Subject to the Committee's discretion, the reporting person is eligible to receive shares pf PNC common stock (if PNC meets specific performance criteria up to the target level) and/or cash (if performance criteria exceeds the target level).
- (2) Represents shares withheld to cover the reporting person's tax liability in connection with the incentive performance unit opportunity awarded on February 14, 2018 and granted on February 13, 2015.

### 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.

POWER OF ATTORNEY

For Executing SEC Forms 3, 4 and 5

Know all by these present, that the undersigned hereby constitutes and appoints each of Erin Brentin, Michelle T. Calderone, Christi Davis, Patricia A. Hackett, Edward S. Rosenthal and Rachel L. Smydo signing singly, the undersigned's true and lawful attorneys-in-fact to:

- (1) execute for and on behalf of the undersigned, in the undersigned's capacity as a Section 16 officer and/or director of The PNC Financial Services Group, Inc. (the "Corporation"), Forms 3, 4 and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;
- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4 or 5 and file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority; and
- (3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required of, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve or deem necessary or appropriate, in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Corporation assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Corporation, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 14th day of March, 2016.

/s/ Karen L. Larrimer