

# FORM 4

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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden 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

(Print or Type Responses)

1. Name and Address of Reporting Person * Henn Vicki C.		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) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Executive Vice President	
(Last) (First) (Middle) THE TOWER AT PNC PLAZA, 300 FIFTH AVENUE		3. Date of Earliest Transaction (Month/Day/Year) 11/19/2019			
(Street) PITTSBURGH, PA 15222-2707		4. If Amendment, Date Original Filed(Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
(City) (State) (Zip)					

### Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
\$5 Par Common Stock	11/19/2019		S		3,723	D	\$ 151.9616 (1)	7,580 (2)	D	
\$5 Par Common Stock								1,787	D	
\$5 Par Common Stock	11/19/2019		S		2,277	D	\$ 151.72	15 (3)	I	401(k)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

## Reporting Owners

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

## Signatures

## 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) Represents the weighted average price of shares sold in multiple transactions with prices ranging from \$151.9534 to \$151.9734. The reporting person undertakes to provide to the staff of the Securities and Exchange Commission, The PNC Financial Services Group, Inc. ("PNC") or any security holder of PNC, upon request, full information regarding the number of shares sold at each separate price.
  - (2) Includes an aggregate of 293 shares of PNC common stock acquired by the reporting person through dividend reinvestment under the PNC Dividend Reinvestment and Stock Purchase Plan subsequent to the date of the reporting person's most recent filing on Form 4.
    - Represents shares of PNC common stock indirectly held for the account of the reporting person under the PNC Incentive Savings Plan (the "ISP"). Such shares are not directly allocated to ISP participants, but instead are held in a unitized fund, approximately 98% of which consists of PNC common stock and the remainder of which is invested in a money market fund. The amount of securities disposed of and beneficially owned thereafter reflects 50 shares indirectly acquired for the account of the reporting person under the ISP since the date of the reporting person's most recent filing on Form 4 in transactions exempt from reporting under Rule 16a-3(f)(1)(i)(B). The percentage of assets in the unitized fund investment option that are deemed to be invested in PNC common stock may vary from time to time. The reporting person no longer has a reportable beneficial interest in 40 shares of PNC common stock owned by her daughter and included in the reporting person's prior ownership reports.
  - (3)

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

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