

# FORM 4

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

OMB APPROVAL	
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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

(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) 02/11/2020			
(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	02/11/2020		A (1)		960	A	\$ 154.79	8,611 (2)	D	
\$5 Par Common Stock	02/11/2020		F (3)		357	D	\$ 154.79	8,254	D	
\$5 Par Common Stock								1,787	D	
\$5 Par Common Stock								15	I	401(k)

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

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SEC 1474 (9-02)

**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)		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)					

## 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

Alicia G. Powell, Attorney-in-Fact for Vicki C. Henn

02/13/2020

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 11, 2020, 960 shares of The PNC Financial Services Group, Inc. ("PNC") common stock vested pursuant to an award of performance-based restricted share units granted to the reporting person on February 11, 2016 (the "2016 PRSUs"), following approval by the Personnel and Compensation Committee of a payout of 125.00% based on achievement against performance criteria established under the award. Pursuant to the award, the 2016 PRSUs pay out in shares of PNC common stock, and any accrued dividend equivalents are paid out in cash.
- (1) based on achievement against performance criteria established under the award. Pursuant to the award, the 2016 PRSUs pay out in shares of PNC common stock, and any accrued dividend equivalents are paid out in cash.
  - (2) Includes an aggregate of 71 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.
  - (3) Represents shares withheld to cover the reporting person's tax liability in connection with the vesting of the 2016 PRSUs.

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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