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

		1												
Name and Address of Reporting Person Lyons Michael P.			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 X Officer (give title below) Other (specify below)					
				est Tra	nsacti	on (N	Month/Day	y/Year)			Exect	uive vice Pr	esident	
		4. If A	mendmen	it, Dat	te Orig	inal I	Filed(Montl	h/Day/Year	r)	_X_ Form fil	ed by One Repo	rting Person		ole Line)
	(Zip)		•	Гable	I - No	n-De	erivative S	Securitie	es Acqu	ired, Dispo	sed of, or I	Beneficially (Owned	
(Instr. 3) Date		Execution Date, if any		f Co (In:	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)		Following n(s)	Ownership Form:	Beneficial	
					Code	V	Amount	(A) or (D)	Price	(Instr. 3 a	3 and 4)		or Indirect (I)	Ownership (Instr. 4)
02/10	0/2021			A	A (1)		20,612	A	\$ 160.11	162,222	2		D	
02/10	0/2021			I	F(2)		8,456	11)	\$ 160.11	1 153,760	6		D	
e line for each						Per cor the	sons whatained in form dis	no respo n this fo splays a	orm are a curre	e not requ ntly valid	ired to res	spond unle	ss	1474 (9-02)
		(<i>e.g.</i> , pu	ts, calls,	warra		ption	s, conver	tible sec	urities)					
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							te	Expirati	ion.	Amount or				
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			Relationships	
Reporting Owner Name / Address	Director	10% Owner	Officer	Other
Lyons Michael P. THE TOWER AT PNC PLAZA 300 FIFTH AVENUE PITTSBURGH, PA 15222-2707			Executive Vice President	

Signatures

Laura L. Long, Attorney-in-Fact for Michael P. Lyons	02/12/2021
	,

**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 10, 2021, 20,612 shares of The PNC Financial Services Group, Inc. ("PNC") common stock vested pursuant to an award of performance share units granted to the reporting person on February 15, 2018 (the "2018 PSUs"), following approval by the Personnel and Compensation Committee of a payout of 107.69% based on appropriate performance spiritual and the standard of the personnel and Compensation Committee of a payout of 107.69% based on approval by the Personnel and Compensation Committee of a payout of 107.69% based on
- achievement against performance criteria established under the award. Pursuant to the award, the 2018 PSUs pay out in shares of PNC common stock, and any accrued dividend equivalents are paid out in cash.
- (2) Represents shares withheld to cover the reporting person's tax liability in connection with the vesting of the 2018 PSUs.

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.