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

s)													
1. Name and Address of Reporting Person* Rockey Joseph E			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 T Officer (give title below) Other (specify below)				
(Last) (First) (Middle) THE TOWER AT PNC PLAZA, 300 FIFTH AVENUE			3. Date of Earliest Transaction (Month/Day/Year) 02/10/2021							Exect	utive vice Pi	resident	
PITTSBURGH, PA 15222-2707			4. If Amendment, Date Original Filed(Month/Day/Year)						6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting PersonForm filed by More than One Reporting Person				
(State)	(Zip)		Tabl	le I - No	n-De	rivative	Securitie	s Acqui	ired, Dispo	osed of, or l	Beneficially	Owned	
1.Title of Security (Instr. 3) 2. Transaction Date (Month/Day/Year)		any	e, if C	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)			Ownership Form: of B	Beneficial
		(Month/Day/Y		Code	V	Amount	(A) or (D)	Price	(Instr. 3 a	Instr. 3 and 4)		\ /	Ownership (Instr. 4)
ock 0	2/10/2021			A ⁽¹⁾		8,083	A S	\$ 160.11	34,465	<u>(2)</u>		D	
ock 0	2/10/2021			F(3)		2,604			31,861			D	
eparate line for	each class of secu	rities beneficial	ly own	ned direc									
					con	ıtained i	n this fo	orm are	e not requ	ired to res	spond unle	ss	1474 (9-02)
									lly Owned				
1. Title of Derivative Conversion or Exercise (Instr. 3) Price of Derivative Security (Instr. 3) (Instr. 4) (Instr. 5) (Instr. 8)		5. Notion Do See Add (A Di of (Ir	Number and (Mo Derivative Securities Acquired (A) or		A Expiration Date onth/Day/Year) A Expiration Date of Control		7. Ta	ount of lerlying urities tr. 3 and	Derivative Security (Instr. 5)	Derivative Securities Beneficially Owned Following Reported	Ownersh Form of Derivativ Security: Direct (I or Indire	(Instr. 4)	
					Dat	-	Expiration Date	on Title	Amount or Number				
E	(First) PNC PLAZA (Street) 15222-2707 (State) 2 C C C C C C C C C C C C C C C C C C	(First) (Middle) PNC PLAZA, 300 FIFTH (Street) 15222-2707 (State) (Zip) 2. Transaction Date (Month/Day/Year) ock 02/10/2021 ock 02/10/2021 separate line for each class of security separate line f	F Reporting Person* 2. Issuer Na PNC FINA [PNC] (First) (Middle) PNC PLAZA, 300 FIFTH 3. Date of Ear 02/10/2021 (Street) 4. If Amendm 15222-2707 (State) (Zip) 2. Transaction Date (Month/Day/Year) Ock 02/10/2021 Ock 02/10/2021 Separate line for each class of securities beneficial separate line for each class	## Cock O2/10/2021 Coc	F Reporting Person 2. Issuer Name and Ticker PNC FINANCIAL SER [PNC] (First) (Middle) (PNC PLAZA, 300 FIFTH) (Street) 3. Date of Earliest Transaction 02/10/2021 (State) 4. If Amendment, Date Original Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) Code (Instr. 8) Code (Instr. 8) Table II - Derivative Securities Acquire (e.g., puts, calls, warrants, or Code (Instr. 8) Table II - Derivative Securities Acquire (e.g., puts, calls, warrants, or Code (Instr. 8) Table II - Derivative Securities Acquire (e.g., puts, calls, warrants, or Code (Instr. 8) Table II - Derivative Securities Acquire (A) or Disposed of (D) (Instr. 3, purposed of (D) (Instr	2. Issuer Name and Ticker or Transaction (Moddle)	2. Issuer Name and Ticker or Trading Sy PNC FINANCIAL SERVICES GF [PNC] (First) (Middle) (2/10/2021 (Street) 4. If Amendment, Date Original Filed(Mont Oz/10/2021 (Street) 4. If Amendment, Date Original Filed(Mont Oz/10/2021 (State) 2. Transaction Date (Month/Day/Year) 3. Transaction (A) or Date (Instr. 3) (Instr. 3) 2.604 Ock 02/10/2021	2. Issuer Name and Ticker or Trading Symbol PNC FINANCIAL SERVICES GROUP, [PNC] (First) (Middle) PNC PLAZA, 300 FIFTH (Street) 3. Date of Earliest Transaction (Month/Day/Year) 02/10/2021 4. If Amendment, Date Original Filed(Month/Day/Year) 15222-2707 (State) (Zip) Table I - Non-Derivative Securities Securities Date (Instr. 8) (Instr. 3, 4 and 5) (A) or (D) (D) (A) (A) (D) (A) (D) (D) (A) (D) (D) (D) (D) (D) (D) (D) (D) (D) (D	2. Issuer Name and Ticker or Trading Symbol PNC FINANCIAL SERVICES GROUP, INC. [PNC] (First) (Middle) PNC PLAZA, 300 FIFTH (Street) 3. Date of Earliest Transaction (Month/Day/Year) (02/10/2021 (State) 2. Transaction Date (Month/Day/Year) (Mon	2. Issuer Name and Ticker or Trading Symbol PNC FINANCIAL SERVICES GROUP, INC. [PNC] Direct X Office (First) (Middle) Date of Earliest Transaction (Month/Day/Year) O2/10/2021 O2	2. Issuer Name and Ticker or Trading Symbol PNC FINANCIAL SERVICES GROUP, INC. 5. Relationship of Rep (Director (EPNC) 1902 10/2021 10/2	2. Issuer Name and Ticker or Trading Symbol PNC FINANCIAL SERVICES GROUP, INC. [PNC] 3. Date of Earliest Transaction (Month/Day/Year) 3. Date of Earliest Transaction (Month/Day/Year) 4. If Amendment, Date Original Filed(Month/Day/Year) 3. Date of Earliest Transaction (Month/Day/Year) 4. If Amendment, Date Original Filed(Month/Day/Year) 6. Individual or Joint/Group Filing X. Form filed by More than One Reporting Person Form filed by More than One Form filed by More than One Form filed by More than	2. Issuer Name and Ticker or Trading Symbol PNC FINANCIAL SERVICES GROUP, INC. [PNC] PNC FINANCIAL SERVICES GROUP, INC. [PNC] PNC PLAZA, 300 FIFTH O2/10/2021

Reporting Owners

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

Signatures

Laura L. Long, Attorney-in-Fact for Joseph E. Rockey

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, 8,083 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 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) Includes an aggregate of 982 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 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.