# FORM 4

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

OMB APPROVAL
OMB Number: 3235-0287
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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

e Responses	s)																
1. Name and Address of Reporting Person * HANNON MICHAEL J				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)					
(Last) (First) (Middle) THE TOWER AT PNC PLAZA, 300 FIFTH AVENUE				3. Date of Earliest Transaction (Month/Day/Year) 02/10/2022								Exec	utive vice P	resident			
JRGH, PA	(Street)	707	4. It	f Amendm	nent,	Date (	Origin	al F	Filed(Mont	h/Day/Year)	)	_X_	Form file	ed by One Repo	orting Person		ble Line)
(City) (State) (Zip)			Table I - Non-Derivative Securities Acqu						uired	tired, Disposed of, or Beneficially Owned							
1.Title of Security (Instr. 3)		Date	Year) Exec	/		f Code (Instr. 8)		ion	on 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			Be Re	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)			Ownership Form:	Beneficial
			(Mor			Cod	le	V Amount (A) or (D) Price			or Indirect (I) (Instr. 4)	Ownership (Instr. 4)					
ommon Sto	ock	02/10/202	2			ΑÜ	7		3,524	A \$2	\$ 210.6	53 47	7,849	49		D	
\$5 Par Common Stock 02/10/202		.2			F.(2	)		1,028	11)		63 46	46,821			D		
Report on a s	separate line	for each class	of securities	beneficial	ly ov	wned d	I	Pers	sons whatained i	no respo n this fo	orm a	re no	t requ	ired to res	spond unle	ess	1474 (9-02)
		Tal					quire	d, D	Disposed	of, or Be	nefici	ally O		OMB con	troi numbe	er.	
Conversion Date (Month/Derice of Derivative)		Execution D any	ition Date, if	Code		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		and	and Expiration Date (Month/Day/Year)		Ar Ur Se	Underlying Securities (Instr. 3 and 4)		Derivative Security (Instr. 5)	Derivative Securities Beneficially Owned Following Reported	Owners Form of Derivat Security Direct ( or Indir	Beneficia Ownersh (Instr. 4)
								Dat		Expiration		Ai or	mount				
	Address of MICHA  VER AT I  RGH, PA  curity  mmon Sto	Address of Reporting Poly MICHAEL J  (First)  WER AT PNC PLAZ  (Street)  RGH, PA 15222-27  (State)  curity  mmon Stock  mmon Stock  eport on a separate line  2. Conversion of Exercise Price of Derivative  3. Transacti Date (Month/Day	Address of Reporting Person*  N MICHAEL J  (First) (Middle VER AT PNC PLAZA, 300 FIFT (Street)  RGH, PA 15222-2707  (State) (Zip)  Curity 2. Transaction Date (Month/Day)  mmon Stock 02/10/202  mmon Stock 02/10/202  ceport on a separate line for each class  Tal  Conversion Date (Month/Day/Year)  Crice of Derivative 3. Transaction Date (Month/Day/Year)  (Month/Day/Year) 3. Transaction Date (Month/Day/Year)  (Month/Day/Year) (Month/Day/Year)	Address of Reporting Person*  I Address of Reporting Person*  I MICHAEL J  (First) (Middle)  (Street) 3. F  (Street) 4. F  RGH, PA 15222-2707  (State) 2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  PN  (Middle)  (Street) 2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  2. Table II - Derive (e.g., 2.)  Conversion of Exercise Price of Derivative  (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  (Month/Day/Year)	2. Issuer Na PNC FINA [PNC]  WER AT PNC PLAZA, 300 FIFTH  (Street)  (Street)  (Street)  2. Issuer Na PNC FINA [PNC]  (Street)  (Street)  4. If Amendm  RGH, PA 15222-2707  (State)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  mmon Stock  02/10/2022  mmon Stock  02/10/2022  ceport on a separate line for each class of securities beneficial any (Month/Day/Year)  Table II - Derivative Sec (e.g., puts, call of the content of Execution Date (Month/Day/Year)  2. Table II - Derivative Sec (e.g., puts, call of the content of Execution Date (Month/Day/Year)  (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  (Month/Day/Year)  (Instr. 8)	Address of Reporting Person—  N MICHAEL J  (First) (Middle) (PNC]  NER AT PNC PLAZA, 300 FIFTH  (Street) 4. If Amendment, (Street) (Poch and particular and	Address of Reporting Person*  NMICHAEL J  (First)  (Middle)  VER AT PNC PLAZA, 300 FIFTH  (Street)  (Street)  (Street)  (Street)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  Code Instr.  2. Table II - Derivative Securities Acc (e.g., puts, calls, warrants)  2. Transaction Date (Month/Day/Year)  3. Date of Earliest Transaction Date (Instr.)  Code (Instr.)  Code (Instr.)  Code (Instr.)  (Month/Day/Year)  3. Transaction Date (Instr.)  Code (Instr.)  Code (Instr.)  (Month/Day/Year)  (Month/Day/Year)  (Instr. 8)  Derivative Securities Secur	Address of Reporting Person 2   2. Issuer Name and Ticker of PNC FINANCIAL SER [PNC]    WER AT PNC PLAZA, 300 FIFTH   3. Date of Earliest Transaction 02/10/2022    (Street)   4. If Amendment, Date Origin (Month/Day/Year)    RGH, PA 15222-2707   2. Transaction Date (Month/Day/Year)   2. Transaction Date any (Month/Day/Year)    Code   mmon Stock   02/10/2022   2. Transaction Date (Instr. 8)    Table II - Derivative Securities Acquire (e.g., puts, calls, warrants, opton of Exercise (Month/Day/Year)    Table II - Derivative Securities Acquire (e.g., puts, calls, warrants, opton of Exercise (Month/Day/Year)    Table II - Derivative Securities Acquire (e.g., puts, calls, warrants, opton of Exercise (Month/Day/Year)    (Month/Day/Year)   3. Transaction Date (Instr. 8)    Table II - Derivative Securities Acquire (e.g., puts, calls, warrants, opton of Date (Month/Day/Year)    (Month/Day/Year)   5. Number (Code (Instr. 8)    Table II - Derivative Securities Acquired (A) or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3)	Address of Reporting Person Note Note     Address of Reporting Person Note	Address of Reporting Person   2. Issuer Name and Ticker or Trading Sy PNC FINANCIAL SERVICES GE [PNC]   3. Date of Earliest Transaction (Month/Day/Pear)   3. Date of Earliest Transaction (Month/Day/Day/Pear)   3. Date of Earliest Transaction (Month/Day/Day/Pear)   3. Date of Earliest Transaction (Month/Day/Day/Pear)   3. Date of Earliest Transaction (Month/Day/Pear)   4. If Amendment, Date Original Filed(Mont PNC)   4. If Amendment, Date Original Filed(Mont Execution Date, if (Month/Day/Year)   4. If Amendment, Date Original Filed(Mont Execution Date, if (Month/Day/Year)   5. Code   7. C	Address of Reporting Person 2   2. Issuer Name and Ticker or Trading Symbol PNC FINANCIAL SERVICES GROUP, [PNC]	2. Issuer Name and Ticker or Trading Symbol PNC FINANCIAL SERVICES GROUP, INC. [PNC]  WER AT PNC PLAZA, 300 FIFTH  (Street)  RGH, PA 15222-2707  (State)  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Instr. 8)  Code  V Amount (A) or (D) Price (Instr. 3, 4 and 5)  (A) or (D) Price (D) Price (A) Or (D) Price (B) Or (Code (A) Or (D) Or (D	Address of Reporting Person	Address of Reporting Person   2. Issuer Name and Ticker or Trading Symbol PNC FINANCIAL SERVICES GROUP, INC.	2. Issuer Name and Ticker or Trading Symbol PNC FINANCIAL SERVICES GROUP, INC. [PNC]  Street  (Street)  (A) or Obisposed of (D) (Instr. 8)  (Instr. 3, 4 and 5)  (Instr. 3, 4 and	Address of Reporting Person   NICHAEL J   S. Issuer Name and Ticker or Trading Symbol   PNC FINANCIAL SERVICES GROUP, INC.   [PNC]   Simple   PNC FINANCIAL SERVICES GROUP, INC.   [PNC]   Simple   PNC FINANCIAL SERVICES GROUP, INC.   [PNC]   Simple   PNC FINANCIAL SERVICES GROUP, INC.   Simple   PNC FINANCIAL SERVICES GROUP, INC.   PNC PLAZA, 300 FIFTH   Securities Transaction (Month/Day/Year)   O2/10/2022   4. If Amendment, Date Original Filed(Month/Day/Year)   O2/10/2022   4. If Amendment, Date Original Filed(Month/Day/Year)   O2/10/2022   A. If Amendment, Date Original Filed(Month/Day/Year)   O2/10/2022   A. Imasaction Date (Month/Day/Year)   O2/10/2022   O2/10/2022	2. Issuer Name and Ticker or Trading Symbol PNC FIRANCIAL SERVICES GROUP, INC. [PNC]  (First) (Middle)

### **Reporting Owners**

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

## **Signatures**

Alicia G. Powell, Attorney-in-Fact for Michael J. Hannon

02/14/2022

**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, 2022, 3,524 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 13, 2019 (the "2019 PSUs"), following approval by the Human Resources Committee of a payout of 118.95% based on achievement against performance criteria established under the award. Pursuant to the award, the 2019 PSUs pay out in shares of PNC common stock, and any accrued dividend.
- against performance criteria established under the award. Pursuant to the award, the 2019 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 2019 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.