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

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1. Name and Address of Reporting Person* Parsley E William III			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)			
ZA, 300 FIFTH	5. Date of Larnest Transact				on (Month/Day/Year)				Exec	utive Vice Pi	esident	
707	4. If Amendme	ent, Date	e Origi	nal F	Filed(Month	h/Day/Year	r)	_X_ Form fil	ed by One Repo	orting Person	• • •	ole Line)
(Zip)		Table 1	I - Nor	ı-De	rivative S	Securiti	es Acqui	ired, Dispe	osed of, or l	Beneficially	Owned	
(Instr. 3) Date (Month/Day/Year)		Execution Date, if Coo any (Ins		Code (4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)		Ownership of In Form: Bene	Beneficial	
	(Month/Day/Ye		ode	V	Amount	(A) or (D)	Price	(Instr. 3 a	nstr. 3 and 4)		or Indirect (I)	Ownership (Instr. 4)
02/10/2022		A	(1)		30,843	A	\$ 210.63	156,293	3		D	
02/10/2022		F	<u>(2)</u>		15,048		\$ 210.63	141,24	5		D	
e for each class of secu	rities beneficiall	y owned	l direct	ly or	indirectl	у.						
				con	tained i	n this f	orm are	not requ	ired to res	spond unle	ss	1474 (9-02)
Table II -								ly Owned				
1. Title of Derivative Conversion Security or Exercise (Month/Day/Year) 3A. Deemed Execution Date, if		5. Num of Deri Secu Acq (A) o Disp of (I (Inst	5. Number		6. Date Exercisable and Expiration Date (Month/Day/Year) 7. The Control of the Co		7. Ti Amo Undo Secu (Inst	ount of erlying urities tr. 3 and	Derivative Security (Instr. 5)	Derivative Securities Beneficially Owned Following Reported	Ownersh Form of Derivating Security Direct (I or Indire	Beneficial Ownersh (Instr. 4)
				Dat	te	Expirati	ion	Amount or Number				
	(Middle) AZA, 300 FIFTH 2707 (Zip) 2. Transaction Date (Month/Day/Year) 02/10/2022 02/10/2022 e for each class of securition Table II - tion SA. Deemed Execution Day/Year)	PNC FINAL [PNC] 3. Date of Earl 02/10/2022 4. If Amendment of Execution Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 02/10/2022 2. Transaction Execution Date (Month/Day/Year) 02/10/2022 2. Transaction Execution Date (Month/Day/Year) 1. Table II - Derivative Secution Date, and Execution Date, and Executi	PNC FINANCIAI [PNC] 3. Date of Earliest Tra 02/10/2022 4. If Amendment, Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 02/10/2022 A 1. If Amendment, Date Execution Date, if any (Month/Day/Year) CO 1. Table Execution Date, if any (Month/Day/Year) Execution Date, if (e.g., puts, calls, warra tion Execution Date, if any (Month/Day/Year) 3. Telle II - Derivative Securities And (e.g., puts, calls, warra (e.g., puts, calls, warra (any (Month/Day/Year) (Instr. 8) Derivative Securities Sec	PNC FINANCIAL SER [PNC] 3. Date of Earliest Transaction 02/10/2022 4. If Amendment, Date Origin 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 2. Transaction Date, if any (Month/Day/Year) Code 02/10/2022 4. If Amendment, Date Origin 3. Transac Code (Instr. 8) Code (Instr. 8) F(2) Table II - Derivative Securities Acquire (e.g., puts, calls, warrants, op the content of th	PNC FINANCIAL SERVICE [PNC] 3. Date of Earliest Transaction (Mo2/10/2022 4. If Amendment, Date Original Financial Properties of Execution Date (Instr. 8) 2. Transaction Date (Execution Date, if any (Month/Day/Year) 2. Transaction Date (Instr. 8) Code (Instr. 8) Code V 02/10/2022 Per for each class of securities beneficially owned directly on the Execution Date, if (e.g., puts, calls, warrants, option any (Month/Day/Year) Table II - Derivative Securities Acquired, Instr. 8) Table II - Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3) (Month/Day/Year)	PNC FINANCIAL SERVICES GF [PNC] 3. Date of Earliest Transaction (Month/Day 02/10/2022 4. If Amendment, Date Original Filed(Month 707 Table I - Non-Derivative Securities 1. Transaction Execution Date, if (Instr. 8) 02/10/2022 A(I) 02/10/2022 A(I) 1. Table II - Derivative Securities Acquired, Disposed (e.g., puts, calls, warrants, options, convertion 1. Table II - Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, options, convertion) 3. Deemed Execution Date, if any (Month/Day/Year) 1. Table II - Derivative Securities Acquired, Disposed (e.g., puts, calls, warrants, options, convertion (Month/Day/Year) 3. 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If Amendment, Date Original Filed(Month/Day/Year) 707 Table I - Non-Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) Code V Amount (D) Price 02/10/2022 A(II) 30,843 A \$210.63 02/10/2022 F(2) 15,048 D \$210.63 Persons who respond to contained in this form are the form displays a curred (A) or Disposed of, or Beneficial (e.g., puts, calls, warrants, options, convertible securities) Table II - Derivative Securities Acquired, Disposed of, or Beneficial (A) or Disposed of (D) (Instr. 8) Table II - Derivative Securities Acquired, Disposed of, or Beneficial (a) or Disposed of (D) (Instr. 8) Table II - Derivative Securities Acquired, Disposed of, or Beneficial (Code (Instr. 8)) Table II - Derivative Securities Acquired, Disposed of, or Beneficial (Instr. 8) Table II - Derivative Securities Acquired (A) or Disposed of (D) (Instr. 8) Table II - Derivative Securities Acquired (A) or Disposed of (D) (Instr. 8) Table II - Derivative Securities Acquired (A) or Disposed of (D) (Instr. 8)	PNC FINANCIAL SERVICES GROUP, INC. 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Reporting Owners

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

Signatures

Alicia G. Powell, Attorney-in-Fact for E. William Parsley III	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, 30,843 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.