

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person * <u>HANNON MICHAEL J</u>  (Last) (First) (Middle) <u>THE TOWER AT PNC PLAZA</u> <u>300 FIFTH AVENUE</u>  (Street) <u>PITTSBURGH PA 15222-2707</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>PNC FINANCIAL SERVICES GROUP, INC. [ PNC ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) Other (specify below) <b>Executive Vice President</b>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/10/2023</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**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	02/10/2023		A <sup>(1)</sup>		1,108	A	\$159.34	46,099	D	
\$5 Par Common Stock	02/10/2023		F <sup>(2)</sup>		289	D	\$159.34	45,810	D	
\$5 Par Common Stock	02/11/2023		A <sup>(3)</sup>		497	A	\$159.34	46,307	D	
\$5 Par Common Stock	02/11/2023		F <sup>(4)</sup>		130	D	\$159.34	46,177	D	

**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)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		(A)	(D)					

**Explanation of Responses:**

- On February 10, 2023, 1,108 shares of The PNC Financial Services Group, Inc. ("PNC") common stock vested pursuant to an award of restricted share units granted to the reporting person in the first quarter of 2022 (the "2022 RSUs"), based on achievement against the risk-based performance criteria established under the award. Pursuant to the award, the 2022 RSUs pay out in shares of PNC common stock, and any accrued dividend equivalents are paid out in cash.
- Represents shares withheld to cover the reporting person's tax liability in connection with the vesting of the 2022 RSUs.
- On February 10, 2023, 497 shares of PNC common stock vested pursuant to an award of restricted share units granted to the reporting person in the first quarter of 2022 (the "2022 RSUs"), based on achievement against the risk-based performance criteria established under the award. Pursuant to the award, the 2022 RSUs pay out in shares of PNC common stock, and any accrued dividend equivalents are paid out in cash.
- Represents shares withheld to cover the reporting person's tax liability in connection with the vesting of the 2021 RSUs.

**Remarks:**

Laura Gleason, Attorney-in-Fact 02/14/2023  
for Michael J. Hannon

\*\* Signature of Reporting Person Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.