

OMB Number:	3235-0287
Estimated average burden	
hours per response:	0.5

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).

Check this box to indicate that a
transaction was made pursuant to a
contract, instruction or written plan for the
purchase or sale of equity securities of the
issuer that is intended to satisfy the
affirmative defense conditions of Rule
10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person * <u>Brown Carole Lynnette</u> (Last) (First) (Middle) <u>THE TOWER AT PNC PLAZA</u> <u>300 FIFTH AVENUE</u> (Street) <u>PITTSBURGH PA 15222</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>PNC FINANCIAL SERVICES GROUP, INC. [</u> <u>PNC]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>02/16/2024</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Executive Vice President</u> 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
--	---	--

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	02/16/2024		A ⁽¹⁾		2,087	A	\$148.85	4,652	D	
\$5 Par Common Stock	02/16/2024		F ⁽²⁾		612	D	\$148.85	4,040	D	
\$5 Par Common Stock	02/16/2024		A ⁽³⁾		1,053	A	\$148.85	5,093	D	
\$5 Par Common Stock	02/16/2024		F ⁽⁴⁾		309	D	\$148.85	4,784	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		Date Exercisable	Expiration Date					

Explanation of Responses:

1. On February 16, 2024, 2,087 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 11, 2021 (the "2021 PSUs"), following approval by the Human Resources Committee (the "Committee") of a payout of 105.56% based on achievement against performance criteria established under the award. Pursuant to the award, the 2021 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 2021 PSUs.
3. On February 16, 2024, 1,053 shares of PNC common stock vested pursuant to an award of restricted stock units granted to the reporting person on February 16, 2023 (the "2023 RSUs"), following approval by the "Committee of a payout of 100% based on the satisfaction of the reporting person's service requirements and achievement against the risk-based performance criteria established under the award. Pursuant to the award, the 2023 RSUs pay out in shares of PNC common stock, and any accrued dividend equivalents are paid out in cash.
4. Represents shares withheld to cover the reporting person's tax liability in connection with the vesting of the 2023 RSUs.

Remarks:

Laura Gleason, Attorney-in-Fact 02/21/2024
for Carole L. Brown
** 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.