Form 4

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

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

1. Name and Address of Reporting Person
   Henn Vicki C.
   THE TOWER AT PNC PLAZA
   300 FIFTH AVENUE
   PITTSBURGH PA 15222-2707

2. Issuer Name and Ticker or Trading Symbol
   PNC FINANCIAL SERVICES GROUP, INC. [ PNC ]

3. Date of Earliest Transaction (Month/Day/Year)
   02/16/2024

4. If Amendment, Date of Original Filed (Month/Day/Year)
   02/16/2024

5. Relationship of Reporting Person(s) to Issuer
   Executive Vice President

6. Individual or Joint/Group Filing (Check Applicable Line)
   X 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

<table>
<thead>
<tr>
<th>Title of Security (Instr. 3)</th>
<th>2. Transaction Date (Month/Day/Year)</th>
<th>2A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>3. Transaction Code (Instr. 8)</th>
<th>4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>7. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>$5 Par Common Stock</td>
<td>02/16/2024</td>
<td>A(1)</td>
<td>4,771</td>
<td>A</td>
<td>$148.85</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>$5 Par Common Stock</td>
<td>02/16/2024</td>
<td>F(2)</td>
<td>1,777</td>
<td>D</td>
<td>$148.85</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>$5 Par Common Stock</td>
<td>02/16/2024</td>
<td>F(3)</td>
<td>1,179</td>
<td>A</td>
<td>$148.85</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>$5 Par Common Stock</td>
<td>02/16/2024</td>
<td>F(4)</td>
<td>576</td>
<td>D</td>
<td>$148.85</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>$5 Par Common Stock</td>
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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

<table>
<thead>
<tr>
<th>Title of Derivative Security (Instr. 3)</th>
<th>2. Conversion or Exercise Price of Derivative Security</th>
<th>3. Transaction Date (Month/Day/Year)</th>
<th>3A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>4. Transaction Code (Instr. 8)</th>
<th>5. Number of Derivative Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>6. Date Exercisable and Expiration Date (Month/Day/Year)</th>
<th>7. Title and Amount of Derivative Security Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>8. Price of Derivative Security (Instr. 5)</th>
<th>10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>11. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
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</table>

Explanation of Responses:
1. On February 16, 2024, 4,771 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, 1,179 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 for Vicki C. Henn
02/21/2024

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

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