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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).

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>Reilly Robert Q</u> _____ (Last) (First) (Middle) THE TOWER AT PNC PLAZA 300 FIFTH AVENUE _____ (Street) PITTSBURGH PA 15222-2707 _____ (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) X <b>Executive Vice President</b>
	3. Date of Earliest Transaction (Month/Day/Year) 02/10/2025	
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	02/10/2025		M <sup>(1)</sup>		2,058	A	\$0	153,965 <sup>(2)</sup>	D	
\$5 Par Common Stock	02/10/2025		F <sup>(3)</sup>		516	D	\$197.28	153,449	D	
\$5 Par Common Stock								9,613	I	By 2023 GRAT
\$5 Par Common Stock								1,827 <sup>(4)</sup>	I	401(k) Plan

**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)	Date Exercisable	Expiration Date					

**Explanation of Responses:**

- On February 10, 2025, 2,058 shares of The PNC Financial Services Group, Inc. ("PNC") common stock vested pursuant to an award of restricted stock units granted to the reporting person on February 10, 2022 (the "2022 RSUs"), following approval by the Human Resources Committee (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 2022 RSUs pay out in shares of PNC common stock, and any accrued dividend equivalents are paid out in cash.
- Includes 5,387 shares of PNC common stock previously held through the GRAT that were distributed to the reporting person and are now held directly.
- Represents shares withheld to cover the reporting person's tax liability in connection with the vesting of the 2022 RSUs.
- This amount represents the number of shares of PNC common stock indirectly held for the account of the reporting person under The PNC Incentive Savings Plan (the "ISP"), a defined contribution 401(k) plan, and reflects shares indirectly acquired in transactions exempt from reporting that occurred after the date of the reporting person's most recent filing on Form 4. Shares of PNC common stock are not directly allocated to ISP participants, but instead are held in a unitized fund (the "ISP fund"), the majority of which consists of PNC common stock, and the remainder of which is invested in a money market fund. The percentage of assets in the ISP fund that are deemed to be invested in PNC common stock fluctuates from time to time and is not the result of volitional or discretionary actions of the reporting person.

**Remarks:**

Laura Gleason, Attorney-in-Fact for Robert Q. Reilly 02/12/2025

\*\* 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.