FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

OMB Number: Estimated average burden 0.5 hours per response:

1. Name and Address of Reporting Person*	2. Issuer Name and Ticker or Trading Symbol <u>PNC FINANCIAL SERVICES GROUP, INC.</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
Pfinsgraff Martin	PNC]	X Director 10% Owner					
(Last) (First) (Middle)		Officer (give title Other (specify below) below)					
THE TOWER AT PNC PLAZA	3. Date of Earliest Transaction (Month/Day/Year)]					
300 FIFTH AVENUE	04/23/2025						
(Street)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)					
PITTSBURGH PA 15222		X Form filed by One Reporting Person Form filed by More than One Reporting Person					
(City) (State) (Zip)							

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	Date (Month/Day/Year)		Code (Instr.					5. Amount of Securities Beneficially Owned Following Reported	or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price	- Transaction(s) (Instr. 3 and 4)		(Instr. 4)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

(e.g., puts, calls, warrants, options, convertible securities)

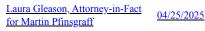
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transac Code (Ir 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. 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)	derivative Securities Beneficially Owned Following Reported	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	Title	Amount or Number of Shares		Transaction(s) (Instr. 4)		
Deferred Stock Unit	(1)	04/23/2025		А		1,207		(1)	(1)	\$5 Par Common Stock	1,207	\$0	9,815 ⁽²⁾	D	

Explanation of Responses:

1. Deferred stock units ("DSUs") granted pursuant to the PNC Directors Deferred Stock Unit Program (the "Program") under PNC's 2016 Incentive Award Plan. Each DSU represents the right to receive at retirement one share of PNC common stock, or in limited circumstances cash equal to the fair market value of one share of PNC common stock on the payment determination date, pursuant to the terms of the Program.

2. Includes DSUs acquired by the reporting person as dividend equivalents under the Program in transactions exempt from reporting that occurred after the date of the reporting person's most recent filing on Form 4.

Remarks:



** 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.

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