

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).

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 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

Reilly Robert Q

(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

PNC FINANCIAL SERVICES GROUP, INC. [PNC]

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

01/26/2026

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

X	Director	10% Owner
	Officer (give title below)	Other (specify below)

Executive Vice President

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

☒ 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	01/26/2026		J		5,519	A	\$213.1	169,888 ⁽¹⁾	D	
\$5 Par Common Stock								2,056 ⁽²⁾	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	Title	Amount or Number of Shares				

Explanation of Responses:

1. The reporting person contributed 15,000 shares of The PNC Financial Services Group, Inc. ("PNC") common stock to a grantor retained annuity trust for the benefit of himself and his children on January 31, 2023. In connection with the maturation of the trust on January 4, 2026, 5,519 shares of PNC common stock were reacquired by the reporting person from the trust on January 26, 2026. The reporting person believes the foregoing transfer represents a change in the form of his beneficial ownership of the subject shares, which is exempt from Section 16 under Rule 16a-13. The shares of PNC common stock that the trust previously distributed to the reporting person as annuity payments (in transfers exempt from Section 16 under Rule 16a-13) are reported on this Form 4 as directly beneficially owned.

2. 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

01/28/2026

** 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.