**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*
   **Feldstein Andrew T**
   
   (Last) (First) (Middle)
   280 PARK AVENUE
   5TH FLOOR EAST
   NEW YORK NY 10017
   
   (Street) (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)
   03/12/2020

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)

6. Individual or Joint/Group Filing (Check Applicable Line)
   
   X Form filed by One Reporting Person
   Form filed by More than One Reporting Person

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

<table>
<thead>
<tr>
<th>1. 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 and Amount of Securities Underlying Derivative Securities Beneficially Owned (Instr. 3 and 4)</th>
<th>7. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>$5 Par Common Stock</td>
<td>03/12/2020</td>
<td></td>
<td>P</td>
<td>10,535</td>
<td>$94.92(1)</td>
<td>53,158</td>
<td>D</td>
</tr>
<tr>
<td>$5 Par Common Stock</td>
<td>03/12/2020</td>
<td></td>
<td>P</td>
<td>5,255</td>
<td>$94.92(1)</td>
<td>41,692</td>
<td>I</td>
</tr>
<tr>
<td>$5 Par Common Stock</td>
<td>03/12/2020</td>
<td></td>
<td>P</td>
<td>10,535</td>
<td>$94.92(1)</td>
<td>40,158</td>
<td>I</td>
</tr>
<tr>
<td>$5 Par Common Stock</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>23,500</td>
<td>I</td>
</tr>
</tbody>
</table>

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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>1. 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 (Month/Day/Year)</th>
<th>7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)</th>
<th>8. Price of Derivative Security (Instr. 5)</th>
<th>9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>11. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
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</tbody>
</table>

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**Explanation of Responses:**

1. Represents the weighted average price of shares purchased in multiple transactions with prices ranging from $94.72 to $95.00. The reporting person undertakes to provide to the staff of the Securities and Exchange Commission, The PNC Financial Services Group, Inc. (“PNC”) or any security holder of PNC, upon request, full information regarding the number of shares purchased at each separate price.

**Remarks:**

Alicia G. Powell, Attorney-in-Fact for Andrew T. Feldstein

02/16/2020

**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).


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.