FORM 4

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

   HESSE DANIEL
   (Last) 5208 BELLEVIEW AVENUE
   (First) KANSAS CITY MO 64112
   (Middle)  

2. Issuer Name and Ticker or Trading Symbol

   PNC FINANCIAL SERVICES GROUP, INC. [ PNC ]

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

   04/01/2020

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

   04/03/2020

5. Relationship of Reporting Person(s) to Issuer

   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

7. Nature of Indirect Beneficial Ownership

   __ (Instr. 4)

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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 Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>7. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Phantom Stock Unit</td>
<td>04/01/2020</td>
<td>A</td>
<td>(A)</td>
<td>$5 Par Common Stock</td>
<td>93</td>
<td>$87.35</td>
<td>I Deferred Compensation Plan</td>
</tr>
<tr>
<td>Phantom Stock Unit</td>
<td></td>
<td>(1)</td>
<td>(1)</td>
<td>$5 Par Common Stock</td>
<td>1,701</td>
<td>1,701(1)</td>
<td>I Deferred Stock Unit Plan</td>
</tr>
<tr>
<td>Deferred Stock Unit</td>
<td></td>
<td>(4)</td>
<td>(4)</td>
<td>$5 Par Common Stock</td>
<td>3,432</td>
<td>3,432(1)</td>
<td>D</td>
</tr>
</tbody>
</table>

**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 and Expiration Date (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>
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<tr>
<td>Phantom Stock Unit</td>
<td>04/01/2020</td>
<td>93</td>
<td>(1)</td>
<td>$5 Par Common Stock</td>
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</table>

**Explanation of Responses:**

1. One phantom stock unit is the economic equivalent of one share of The PNC Financial Services Group, Inc. ("PNC") common stock. Phantom stock units will be settled in cash upon distribution to the reporting person and generally do not expire.
2. Includes an aggregate of 10 phantom stock units acquired by the reporting person as dividend equivalents under the PNC Deferred Compensation Plan subsequent to the date of the reporting person's most recent filing on Form 4.
3. Includes an aggregate of 13 phantom stock units acquired by the reporting person as dividend equivalents under the PNC Outside Directors Deferred Stock Unit Plan subsequent to the date of the reporting person's most recent filing on Form 4.
4. Deferred stock unit ("DSU") 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.
5. Includes an aggregate of 24 DSUs acquired by the reporting person as dividend equivalents under the Program subsequent to the date of the reporting person's most recent filing on Form 4.

**Remarks:**

Alicia G. Powell, Attorney-in-Fact for Daniel Hesse 04/03/2020

**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.