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
Van Wyk Steven C.
THE TOWER AT PNC PLAZA
300 FIFTH AVENUE
PITTSBURGH PA 15222-2707

2. Issuer Name and Ticker or Trading Symbol
PNC FINANCIAL SERVICES GROUP
INC. [ PNC ]

3. Date of Earliest Transaction (Month/Day/Year)
02/11/2020

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
X Officer (give title below) Other (specify below)
Executive Vice President

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

<table>
<thead>
<tr>
<th>1. Title of Security (Instr. 3)</th>
<th>2. Transaction Date (Month/Day/Year)</th>
<th>3. Date of Earliest Transaction (Month/Day/Year)</th>
<th>4. Securities Acquired (A) or Disposed Of (D) (Instr. 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>$5 Par Common Stock</td>
<td>02/11/2020</td>
<td>A</td>
<td>3,198</td>
<td>$154.79</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>$5 Par Common Stock</td>
<td>02/11/2020</td>
<td>D</td>
<td>993</td>
<td>$154.79</td>
<td>D</td>
<td></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>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 Derivative 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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Explanation of Responses:
1. On February 11, 2020, 3,198 shares of The PNC Financial Services Group, Inc. ("PNC") common stock vested pursuant to an award of performance-based restricted share units granted to the reporting person on February 11, 2016 (the "2016 PRSUs"), following approval by the Personnel and Compensation Committee of a payout of 125.00% based on achievement against performance criteria established under the award. Pursuant to the award, the 2016 PRSUs pay out in shares of PNC common stock, and any accrued dividend equivalents are paid out in cash.
2. Includes an aggregate of 876 shares of PNC common stock acquired by the reporting person through dividend reinvestment under the PNC Dividend Reinvestment and Stock Purchase Plan subsequent to the date of the reporting person’s most recent filing on Form 4.
3. Represents shares withheld to cover the reporting person’s tax liability in connection with the vesting of the 2016 PRSUs.
4. Represents shares withheld to cover the reporting person’s tax liability in connection with the vesting of the 2016 PRSUs.

Remarks:

Alicia G. Powell, Attorney-in-Fact for Steven C. Van Wyk
02/13/2020

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.