1. Name and Address of Reporting Person
Larrimer Karen L.

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

3. Date of Earliest Transaction (Month/Day-Year)
02/13/2020

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

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
X Director
X 10% Owner
Officer (give title and identification number of reportable direct or indirect ownership)
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>Security Description</th>
<th>Date (Month/Day-Year)</th>
<th>Deemed Exercised/Disposed of</th>
<th>Securities Disposed of (D)</th>
<th>Securities Acquired (A)</th>
<th>Amount of Securities Beneficially Owned Following Transaction(s)</th>
<th>Ownership Form: Direct (D) or Indirect (I)</th>
<th>Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>$5 Par Common Stock</td>
<td>02/13/2020</td>
<td>A</td>
<td>2,250</td>
<td>A</td>
<td>$155.32</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>$5 Par Common Stock</td>
<td>02/13/2020</td>
<td>D</td>
<td>770</td>
<td>D</td>
<td>$155.32</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>$5 Par Common Stock</td>
<td>02/13/2020</td>
<td>A</td>
<td>3,938</td>
<td>A</td>
<td>$155.32</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>$5 Par Common Stock</td>
<td>02/13/2020</td>
<td>D</td>
<td>1,122</td>
<td>D</td>
<td>$155.32</td>
<td>D</td>
<td></td>
</tr>
</tbody>
</table>

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

<table>
<thead>
<tr>
<th>Security Description</th>
<th>Date (Month/Day-Year)</th>
<th>Deemed Exercised/Disposed of</th>
<th>Securities Disposed of (D)</th>
<th>Securities Acquired (A)</th>
<th>Amount of Securities Beneficially Owned Following Transaction(s)</th>
<th>Ownership Form: Direct (D) or Indirect (I)</th>
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</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
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<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Explanation of Responses:

1. 2,250 shares of The PNC Financial Services Group, Inc. (“PNC”) common stock vested pursuant to an award of restricted stock units granted to the reporting person on February 13, 2019 (the “2019 RSUs”), following approval by the Personnel and Compensation Committee (the “Committee”) of a payout of 100% based on the satisfaction of the reporting person’s service requirements and achievement against the risk-based performance criteria established under the award. Pursuant to the award, the 2019 RSUs pay out in shares of PNC common stock, and any accrued dividend equivalents are paid out in cash.

2. Karen L. Larrimer serves as a Director of PNC and beneficiary owner of 0.5% of the voting and economic interest in 2,250 shares of PNC common stock held in a non-public employee stock ownership plan ("ESOP") in which she was not an owner as of March 28, 2017. Ms. Larrimer is one of the two directors of this ESOP, which is beneficially owned by Ms. Larrimer and other directors. Ms. Larrimer’s and the other directors’ shares are vested as of the date of the award of the RSUs. Ms. Larrimer controls the voting and dividend rights of her shares in the ESOP.

3. 3,938 shares of PNC common stock vested pursuant to an award of incentive performance units granted to the reporting person on February 16, 2017 (the “2017 IPUs”), following approval by the Committee of a payout of 100% based on achievement against performance criteria established under the award. Pursuant to the award, the 2017 IPUs pay out in shares of PNC common stock, and any accrued dividend equivalents are paid out in cash.

4. Represents shares withheld to cover the reporting person's tax liability in connection with the vesting of the 2017 IPUs.

Remarks:

Alicia G. Powell, Attorney-in-Fact for Karen L. Larrimer
02/18/2020

Signature of Reporting Person
Date

Reminder: Report on separate lines 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.