**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

**Forms filed by One Reporting Person**

1. **Name and Address of Reporting Person**
   - Medler Linda R
   - THE TOWER AT PNC PLAZA
   - PITTSBURGH PA 15222

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

3. **Date of Earliest Transaction (Month/Day/Year)**
   - 10/01/2020

4. **If Amendment, Date of Original Filed (Month/Day/Year)**
   - 10/05/2020

5. **Relationship of Reporting Person(s) to Issuer**
   - X Director
   - 10% Owner
   - Officer (give title 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>Title of Security (Instr. 3)</th>
<th>Transaction Date (Month/Day/Year)</th>
<th>Code</th>
<th>V</th>
<th>Amount (A) or (D)</th>
<th>D</th>
<th>Price</th>
<th>Acquisition or Disposition Code (Instr. 8)</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>Direct (D) or Indirect (I) (Instr. 4)</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>X</td>
</tr>
</tbody>
</table>

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

<table>
<thead>
<tr>
<th>Title of Derivative Security (Instr. 3)</th>
<th>Conversion or Exercise Price of Derivative Security</th>
<th>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. 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>
<td>Phantom Stock Unit</td>
<td>X</td>
<td>10/01/2020</td>
<td>A</td>
<td>98</td>
<td>(1) (1) $5 Par Common Stock 98</td>
<td>109.43</td>
<td>Deferred Compensation Plan</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Phantom Stock Unit</td>
<td>X</td>
<td></td>
<td></td>
<td></td>
<td>(3)</td>
<td>$5 Par Common Stock 3,580</td>
<td>3,580 X</td>
<td>Deferred Compensation Plan</td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</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 8 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. 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.
4. Includes an aggregate of 37 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 Linda R. Medler
10/05/2020

**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.