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

DEMCHAK WILLIAM S
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)

02/13/2020

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


5. Relationship of Reporting Person(s) to Issuer

(10% Owner)

President/CEO

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

X Form filed by One Reporting Person

X 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>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 Acquired (A) or Disposed Of (D) (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>02/13/2020</td>
<td>X(1)</td>
<td>26,583</td>
<td>A $155.32</td>
<td>396,913</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>$5 Par Common Stock</td>
<td>02/13/2020</td>
<td>p(2)</td>
<td>12,090</td>
<td>D $155.32</td>
<td>384,823</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>$5 Par Common Stock</td>
<td>02/13/2020</td>
<td>X(3)</td>
<td>9,054</td>
<td>A $155.32</td>
<td>393,877</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>$5 Par Common Stock</td>
<td>02/13/2020</td>
<td>p(4)</td>
<td>3,900</td>
<td>D $155.32</td>
<td>389,913</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>$5 Par Common Stock</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>2,249</td>
<td>I</td>
<td>401(k) Plan</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. 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>
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</table>

Explanation of Responses:

1. On February 13, 2020, 26,583 shares of The PNC Financial Services Group, Inc. ("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 Personnel and Compensation Committee (the "Committee") of a payout of 110.18% 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 up to the target amount and in cash for the amount above target, and any accrued dividend equivalents are paid out in cash.

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

3. On February 13, 2020, 9,054 shares of 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 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.

4. Represents shares withheld to cover the reporting person's tax liability in connection with the vesting of the 2019 RSUs.

Remarks:

Alicia G. Powell, Attorney-in-Fact for William S. Demchak 02/18/2020

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.