STANDARD FORM 4
United States Securities and Exchange Commission
Washington, D.C. 20549

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
   (Last) (First) (Middle)
   THE TOWER AT PNC PLAZA
   300 FIFTH AVENUE
   (Street)
   PITTSBURGH PA 15222-2707
   (City) (State) (Zip)

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
   Director
   President/CEO

6. Individual or Joint/Group Filing (Check Applicable Line)
   Form filed by More than One Reporting Person

7. Nature of Indirect Beneficial Ownership (Instr. 4)

8. Price of Underlying Securities
   (e.g., puts, calls, warrants, options, convertible securities)

9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)

10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)

11. Nature of Indirect Beneficial Ownership (Instr. 4)

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>$5 Par Common Stock</td>
<td>02/11/2020</td>
<td></td>
<td>A</td>
<td>15,591</td>
<td>377,038</td>
<td>D</td>
<td>401(k) Plan</td>
</tr>
<tr>
<td>$5 Par Common Stock</td>
<td>02/11/2020</td>
<td></td>
<td>F</td>
<td>6,708</td>
<td>370,330</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>$5 Par Common Stock</td>
<td>02/11/2020</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

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

<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>
<tbody>
<tr>
<td>$5 Par Common Stock</td>
<td>$154.79</td>
<td>02/11/2020</td>
<td></td>
<td>A</td>
<td>154.79</td>
<td>02/11/2020</td>
<td>Alicia G. Powell, Attorney-in-Fact for William S. Demchak 02/13/2020</td>
<td>2,249 (3)</td>
<td>I</td>
<td>401(k) Plan</td>
<td></td>
</tr>
</tbody>
</table>

Explanation of Responses:

1. On February 11, 2020, 15,591 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. Represents shares withheld to cover the reporting person's tax liability in connection with the vesting of the 2016 PRSUs.

3. The amount of securities beneficially owned represents the number of shares of common stock indirectly held for the account of the reporting person under The PNC Incentive Savings Plan (the "ISP"). Shares of PNC common stock are not directly allocated to ISP participants, but instead are held in a unitized fund, approximately 98% of which consists of PNC common stock, and the remainder of which is invested in a money market fund. The amount of securities beneficially owned reflects 17 shares indirectly acquired for the account of the reporting person under the ISP in transactions exempt from reporting under Rule 16a-3(f)(1)(i)(B) that occurred subsequent to the date of the reporting person's most recent filing on Form 4 providing Table I information. The percentage of assets in the unitized fund investment option that are deemed to be invested in PNC common stock may vary from time to time.

Remarks:

**Signature of Reporting Person:**

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.