# 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**
   - Lyons Michael P.
     - (Last) Lyons
     - (First) Michael
     - (Middle) P.
     - 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)**
   - 03/02/2020

4. **If Amendment, Date of Original Filed (Month/Day/Year)**
   - 03/02/2020

5. **Relationship of Reporting Person(s) to Issuer**
   - Executive Vice President

6. **Individual or Joint/Group Filing (Check Applicable Line)**
   - 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>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>3A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>4A. Number of 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>5A. Number 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>03/02/2020</td>
<td></td>
<td>S</td>
<td>12,074</td>
<td>D</td>
<td>$128.8604(1)</td>
<td>145,436</td>
<td>D</td>
<td></td>
<td></td>
</tr>
<tr>
<td>$5 Par Common Stock</td>
<td>03/02/2020</td>
<td></td>
<td>S</td>
<td>3,826</td>
<td>D</td>
<td>$129.1414(1)</td>
<td>141,610</td>
<td>D</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

**Explanation of Responses:**

1. Represents the weighted average price of shares sold in multiple transactions with prices ranging from $128.00 to $128.99. The reporting person undertakes to provide to the staff of the Securities and Exchange Commission, The PNC Financial Services Group, Inc. ("PNC") or any security holder of PNC, upon request, full information regarding the number of shares sold at each separate price.

2. Represents the weighted average price of shares sold in multiple transactions with prices ranging from $129.04 to $129.19. The reporting person undertakes to provide to the staff of the Securities and Exchange Commission, PNC or any security holder of PNC, upon request, full information regarding the number of shares sold at each separate price.

**Remarks:**

- Alicia G. Powell, Attorney-in-Fact for Michael P. Lyons
  - 03/03/2020

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.