**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

File pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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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>Deemed Acquisition Date, if any (Month/Day/Year)</th>
<th>Security Acquired (A) or Disposed Of (D) (Instr. 4)</th>
<th>Amount (A) or (D) (Instr. 5)</th>
<th>Price (Instr. 6)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Phantom Stock Unit</td>
<td>04/01/2020</td>
<td></td>
<td>A</td>
<td>90</td>
<td>$110.40</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 2 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 8 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 Richard J. Harshman 04/03/2020

**Signature of Reporting Person**

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**Check box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).**

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**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.