## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

**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

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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>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>Deferred Stock Unit</td>
<td>04/28/2020</td>
<td></td>
<td>A</td>
<td>(A)</td>
<td>1,368</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Phantom Stock Unit</td>
<td></td>
<td></td>
<td></td>
<td>(A)</td>
<td>333</td>
<td>I</td>
<td>Deferred Compensation Plan</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. 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>Deferred Stock Unit</td>
<td>04/28/2020</td>
<td></td>
<td></td>
<td>A</td>
<td>1,368</td>
<td>(1) (1)</td>
<td>$5 Par Common Stock 1,368</td>
<td>$0.00</td>
<td>2,472</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Phantom Stock Unit</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>333</td>
<td>(3) (3)</td>
<td>$5 Par Common Stock 333</td>
<td>333</td>
<td>I</td>
<td>1</td>
<td>Deferred Compensation Plan</td>
</tr>
</tbody>
</table>

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**Explanation of Responses:**

1. 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 The PNC Financial Services Group, Inc. ("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.

2. 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.

3. One phantom stock unit is the economic equivalent of one share of PNC common stock. Phantom stock units will be settled in cash upon distribution to the reporting person and generally do not expire.

**Remarks:**

- Alicia G. Powell, Attorney-in-Fact for Richard J. Harshman, 04/30/2020
- **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).
- **Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 77k(a).**

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.