1. Name and Address of Reporting Person
   Rockey Joseph E

   (Last)   (First)   (Middle)
   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 ]

5. Relationship of Reporting Person(s) to Issuer
   Director
   X 10% Owner
   Officer (give title below)
   Executive Vice President

2A. Deemed Execution Date, if any (Month/Day/Year)
   02/11/2020

3. Date of Earliest Transaction (Month/Day/Year)
   02/11/2020

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

6. Individual or Joint/Group Filing (Check Applicable Line)
   X 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>Security</th>
<th>Date</th>
<th>Code</th>
<th>Amount</th>
<th>Price</th>
</tr>
</thead>
<tbody>
<tr>
<td>$5 Par Common Stock</td>
<td>02/11/2020</td>
<td>A(1)</td>
<td>1,000 A</td>
<td>$154.79</td>
</tr>
<tr>
<td>$5 Par Common Stock</td>
<td>02/11/2020</td>
<td>D(3)</td>
<td>303 D</td>
<td>$154.79</td>
</tr>
</tbody>
</table>

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

<table>
<thead>
<tr>
<th>Derivative Security</th>
<th>Date</th>
<th>Code</th>
<th>Amount</th>
<th>Price</th>
</tr>
</thead>
<tbody>
<tr>
<td>$5 Par Common Stock</td>
<td>02/11/2020</td>
<td>A(1)</td>
<td>1,000 A</td>
<td>$154.79</td>
</tr>
<tr>
<td>$5 Par Common Stock</td>
<td>02/11/2020</td>
<td>D(3)</td>
<td>303 D</td>
<td>$154.79</td>
</tr>
</tbody>
</table>

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**Explanation of Responses:**

1. On February 11, 2020, 1,000 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. Includes an aggregate of 143 shares of PNC common stock acquired by the reporting person through dividend reinvestment under the PNC Dividend Reinvestment and Stock Purchase Plan subsequent to the date of the reporting person's most recent filing on Form 4.

3. Represents shares withheld to cover the reporting person's tax liability in connection with the vesting of the 2016 PRSUs.

**Remarks:**

Alicia G. Powell, Attorney-in-Fact for Joseph E. Rockey 02/13/2020

**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.