UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SEC Form 4
FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

1. Name and Address of Reporting Person
   Van Wyk Steven C.,
   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)
   02/15/2020

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

5. Relationship of Reporting Person(s) to Issuer
   Officer (give title below)
   Executive Vice President

6. Itemized List of Derivatives

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

Explanation of Responses:

1. On February 15, 2020, 1,585 shares of PNC common stock were acquired (A) or disposed of (D) (Instr. 3 and 4) following approval by the Committee of a payout of 125.00% based on achievement against performance criteria established under the award. Pursuant to the award, the 2017 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 2018 RSUs. Pursuant to the award, the 2018 RSUs pay out in shares of PNC common stock, and any accrued dividend equivalents are paid out in cash.

3. On February 16, 2020, 1,945 shares of PNC common stock were acquired (A) or disposed of (D) (Instr. 3 and 4) following approval by the Personnel and Compensation Committee (the "Committee") of a payout of 100% based on the satisfaction of the reporting person's service requirements and achievement against the risk-based performance criteria established under the award. Pursuant to the award, the 2018 RSUs pay out in shares of PNC common stock, and any accrued dividend equivalents are paid out in cash.

4. Represents shares withheld to cover the reporting person's tax liability in connection with the vesting of the 2017 RSUs. Following approval by the Personnel and Compensation Committee (the "Committee") of a payout of 125.00% based on achievement against performance criteria established under the award, the 2017 RSUs pay out in shares of PNC common stock, and any accrued dividend equivalents are paid out in cash.

5. On February 19, 2020, 28,854 shares of PNC common stock were acquired (A) or disposed of (D) (Instr. 3 and 4) following approval by the Personnel and Compensation Committee (the "Committee") of a payout of 100% based on the satisfaction of the reporting person's service requirements and achievement against the risk-based performance criteria established under the award. Pursuant to the award, the 2017 PRSUs pay out in shares of PNC common stock, and any accrued dividend equivalents are paid out in cash.

Remarks:

Alicia G. Powell, Attorney-in-Fact for Steven C. Van Wyk
02/19/2020
** 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).
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.