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
Henn Vicki C.

2. Issuer Name and Ticker or Trading Symbol
PNC Financial Services Group, Inc. [ PNC ]

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

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

5. Relationship of Reporting Person(s) to Issuer
Director

6. Individual or Joint/Group Filing (Check Applicable Line)
X Form filed by One Reporting Person

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 Execution Date, if any (Month/Day/Year)</th>
<th>Transaction Code (Instr. 8)</th>
<th>Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>Amount (A) or (D)</th>
<th>Price (In $)</th>
</tr>
</thead>
<tbody>
<tr>
<td>5% Par Common Stock</td>
<td>02/11/2020</td>
<td></td>
<td>A</td>
<td>$154.79</td>
<td>960</td>
<td>8,254.00</td>
</tr>
<tr>
<td>5% Par Common Stock</td>
<td>02/11/2020</td>
<td></td>
<td>D</td>
<td>$154.79</td>
<td>357</td>
<td>8,254.00</td>
</tr>
<tr>
<td>5% Par Common Stock</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>1,787</td>
<td></td>
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<tr>
<td>5% Par Common Stock</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>15</td>
<td>401(k)</td>
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</tbody>
</table>

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

<table>
<thead>
<tr>
<th>Title of Derivative Security (Instr. 3)</th>
<th>Conversion or Exercise Price of Derivative Security</th>
<th>Transaction Date (Month/Day/Year)</th>
<th>Deemed Execution Date, if any (Month/Day/Year)</th>
<th>Transaction Code (Instr. 8)</th>
<th>Number of Derivative Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>Date Exercisable</th>
<th>Amount or Number of Shares</th>
<th>Price of Derivative Security (Instr. 5)</th>
<th>Date Exercisable</th>
<th>Title or Number of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>Ownership of Beneficial Ownership (Instr. 4)</th>
</tr>
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<tbody>
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</table>

Explanation of Responses:
1. On February 11, 2020, 960 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 71 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 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.
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 Vicki C. Henn
02/13/2020

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.