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
   Reilly Robert Q
   (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 ]

3. Date of Earliest Transaction (Month/Day/Year)
   02/14/2020

4. If Amendment, Date of Original Filed (Month/Day/Year)
   02/16/2020

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

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

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

<table>
<thead>
<tr>
<th>Security</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>$5 Par Common Stock</td>
<td>02/14/2020</td>
<td></td>
<td></td>
<td>10,000 D</td>
<td>$154.5</td>
<td>114,767</td>
<td>D</td>
</tr>
<tr>
<td>$5 Par Common Stock</td>
<td>02/15/2020</td>
<td></td>
<td>$</td>
<td>1,970 A</td>
<td>$154.13</td>
<td>116,737</td>
<td>D</td>
</tr>
<tr>
<td>$5 Par Common Stock</td>
<td>02/15/2020</td>
<td></td>
<td>(1)</td>
<td>905 D</td>
<td>$154.13</td>
<td>115,832</td>
<td>D</td>
</tr>
<tr>
<td>$5 Par Common Stock</td>
<td>02/16/2020</td>
<td></td>
<td>(2)</td>
<td>2,185 A</td>
<td>$154.13</td>
<td>118,017</td>
<td>D</td>
</tr>
<tr>
<td>$5 Par Common Stock</td>
<td>02/16/2020</td>
<td></td>
<td>(3)</td>
<td>1,004 D</td>
<td>$154.13</td>
<td>117,013</td>
<td>D</td>
</tr>
<tr>
<td>$5 Par Common Stock</td>
<td></td>
<td></td>
<td>(4)</td>
<td></td>
<td></td>
<td>1,521</td>
<td>I</td>
</tr>
</tbody>
</table>

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

(e.g., puts, calls, warrants, options, convertible securities)

<table>
<thead>
<tr>
<th>Security</th>
<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></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Explanation of Responses:
1. On February 15, 2020, 1,970 shares of The PNC Financial Services Group, Inc. (“PNC”) common stock vested pursuant to an award of restricted stock units granted to the reporting person on February 15, 2018 (the “2018 RSUs”), 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.
2. Represents shares withheld to cover the reporting person’s tax liability in connection with the vesting of the 2018 RSUs.
3. On February 16, 2020, 2,185 shares of PNC common stock vested pursuant to an award of performance-based restricted share units granted to the reporting person on February 16, 2017 (the “2017 PRSUs”), 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.
4. Represents shares withheld to cover the reporting person’s tax liability in connection with the vesting of the 2017 PRSUs.

Remarks:

Alicia G. Powell, Attorney-in-Fact for Robert Q. Reilly
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.