

Reilly Robert Q
 Form 4
 February 13, 2019

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Reilly Robert Q

2. Issuer Name and Ticker or Trading Symbol
 PNC FINANCIAL SERVICES GROUP, INC. [PNC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

Executive Vice President

THE TOWER AT PNC PLAZA, 300 FIFTH AVENUE

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

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

(Street)

PITTSBURGH, PA 15222-2707

(City) (State) (Zip)

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
				(A) or (D)	Price			
				Code	V	Amount		
\$5 Par Common Stock	02/11/2019		A ⁽¹⁾	2,522	A	\$ 0	108,832	D
\$5 Par Common Stock	02/11/2019		F ⁽²⁾	834	D	\$ 121.57	107,998	D
\$5 Par Common Stock	02/12/2019		A ⁽³⁾	12,469	A	\$ 0	120,467	D
\$5 Par Common Stock	02/12/2019		F ⁽⁴⁾	4,857	D	\$	115,610	D

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On February 11, 2019, 2,522 shares of The PNC Financial Services Group, Inc. ("PNC") common stock vested following approval by the Personnel and Compensation Committee of the PNC Board of Directors (the "Committee") on January 30, 2019 of a payout of 125% based on performance against established criteria of previously granted performance based restricted share units to the reporting person.

- (1) The shares vested pursuant to an award granted on February 11, 2016, expressed as a "target" number of share units, with payout contingent on PNC having achieved related performance criteria. Pursuant to the award, the share units pay out, if at all, in shares of PNC common stock, and any accrued dividend equivalents are paid out in cash. Subject to the Committee's discretion, the target number of share units may be reduced (down to 75% of target) or increased (up to 125% of target) based on PNC total shareholder return for the prior fiscal year.
- (2) Represents shares withheld to cover the reporting person's tax liability in connection with the shares of PNC common stock that vested on February 11, 2019 pursuant to the award of performance based restricted share units granted on February 11, 2016.

On February 12, 2019, 12,469 shares of PNC common stock vested following approval by the Committee on the same date of a payout of 102.61% based on performance against established criteria of previously granted incentive performance units to the reporting person. The

- (3) shares vested pursuant to an award granted on February 11, 2016, expressed as a "target" number of share units, with payout contingent on PNC having achieved related performance criteria. Pursuant to the award, the share units pay out, if at all, in shares of PNC common stock up to the target amount and in cash for the amount above target, 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 shares of PNC common stock that vested on February 12, 2019 pursuant to the award of incentive performance units granted on February 11, 2016.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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