PNC FINANCIAL SERVICES GROUP, INC.

Form 4 July 06, 2017

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

3235-0287 Number:

OMB APPROVAL

January 31, Expires: 2005

> 10% Owner Other (specify

0.5

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obligations may continue.

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

See Instruction

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person *

(First)

Cheshire Marjorie Rodgers

2. Issuer Name and Ticker or Trading Symbol

PNC FINANCIAL SERVICES GROUP, INC. [PNC]

3. Date of Earliest Transaction

(Month/Day/Year) 07/03/2017

1040 PARK AVENUE, SUITE 300

(Middle)

(Street) Filed(Month/Day/Year)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

5. Relationship of Reporting Person(s) to

(Check all applicable)

Applicable Line)

X_ Director

Officer (give title

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

Issuer

below)

BALTIMORE, MD 21201

(City) (State) (Zip)

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

2. Transaction Date 2A. Deemed 1.Title of Security (Month/Day/Year) (Instr. 3)

Execution Date, if (Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) 5. Amount of Securities Beneficially Owned Following Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (I) (Instr. 4) (Instr. 4)

Transaction(s) (Instr. 3 and 4)

(A) or

Code V Amount (D) Price

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

5. Number 6. Date Exercisable and 1. Title of 3. Transaction Date 3A. Deemed 7. Title and Amount of 8. Price Derivative (Month/Day/Year) Execution Date, if **Expiration Date Underlying Securities** Conversion Transactionof Derivative (Month/Day/Year) (Instr. 3 and 4) Security or Exercise Code any

Derivati

Security

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Secur Acqui (A) or Dispo of (D) (Instr. and 5)	ired sed) . 3, 4,					(Instr. 5)
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock Unit	<u>(1)</u>	07/03/2017		A	197		<u>(1)</u>	<u>(1)</u>	\$5 Par Common Stock	197	\$ 126
Phantom Stock Unit	<u>(1)</u>						<u>(1)</u>	<u>(1)</u>	\$5 Par Common Stock	3,151	
Deferred Stock Unit	<u>(4)</u>						<u>(4)</u>	<u>(4)</u>	\$5 Par Common Stock	1,197	

Reporting Owners

Reporting Owner Name / Address	Relationships							
1	Director	10% Owner	Officer	Other				
Cheshire Marjorie Rodgers								
1040 PARK AVENUE, SUITE 300	X							
BALTIMORE, MD 21201								

Signatures

Christi Davis, Attorney-in-Fact for Marjorie R.
Cheshire

07/06/2017

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) One phantom stock unit is the economic equivalent of one share of The PNC Financial Services Group, Inc. ("PNC") Common Stock. Phantom stock units will be settled in cash upon distribution to the reporting person and generally do not expire.
- (2) Includes an aggregate of 5 Phantom Stock Units acquired by the reporting person as dividend equivalents under the PNC Deferred Compensation Plan subsequent to the date of the reporting person's most recent filing on Form 4.
- (3) Includes an aggregate of 14 Phantom Stock Units acquired by the reporting person as dividend equivalents under the PNC Outside Directors Deferred Stock Unit Plan subsequent to the date of the reporting person's most recent filing on Form 4.
- Deferred stock unit ("DSU") granted pursuant to The PNC Financial Services Group, Inc. ("PNC") Directors Deferred Stock Unit
 Program (the "Program") under PNC's 2016 Incentive Award Plan. Each DSU represents the right to receive at retirement a share of PNC Common Stock (a "Share") or in limited circumstances cash equal to the fair market value of one Share on the payment determination date, pursuant to the terms of the Program.

Reporting Owners 2

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Remarks:

See attached footnotes page.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.