## Edgar Filing: HESSE DANIEL - Form 4

Form 4	EL									
October 04, 20										
FORM	4 UNITED	STATES	SECU	RITIFS	AND F	XCHANG	E COMMISSIO	ът	APPROVAL	
		SIAILS		shington			E COMMISSIO	Number:	3235-0287	
Check this if no longer								Expires:	January 31, 2005	
subject to Section 16. Form 4 or	SIAIEN	MENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES						Estimated burden ho response.	average urs per	
Form 5 obligations may continu <i>See</i> Instruct 1(b).	ue. Section 17(	a) of the P	ublic U	Itility Ho	lding Co		ange Act of 1934 et of 1935 or Sect 1940			
(Print or Type Res	sponses)									
1. Name and Address of Reporting Person <u>*</u> HESSE DANIEL			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) (I			of Earliest 7	_	n	_X_ Director	10	% Owner	
. ,	VIEW AVENU			Day/Year)	Tansactio	11		ve title Ot below)		
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)			Applicable Line) _X_ Form filed b	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
KANSAS CIT	FY, MD 64112						Person		teporting	
(City)	(State)	(Zip)	Tab	ole I - Non-	Derivativ	e Securities	Acquired, Disposed	of, or Beneficia	ally Owned	
	Transaction Date Ionth/Day/Year)	2A. Deemed Execution I any (Month/Day	Date, if	3. Transactio Code (Instr. 8)	Dispose (Instr. 3	d (A) or d of (D) , 4 and 5) (A) or	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)	
				Code V						
Reminder: Report	t on a separate line	e for each cla	ss of sec	urities bene	-	-	-			
					info requ disp	rmation con	espond to the collentained in this form pond unless the for ently valid OMB co	n are not orm	SEC 1474 (9-02)	

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

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercisable and	7. Title and Amount of	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transact	ionNumber	Expiration Date	Underlying Securities	Derivative
Security	or Exercise		any	Code	of	(Month/Day/Year)	(Instr. 3 and 4)	Security

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8	8)	Secu Acq (A) Disp of (I (Inst	posed					(Instr. 5)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock Unit	<u>(1)</u>	10/02/2017		А		64		<u>(1)</u>	<u>(1)</u>	\$5 Par Common Stock	64	\$ 135.12
Phantom Stock Unit	<u>(1)</u>							<u>(1)</u>	<u>(1)</u>	\$5 Par Common Stock	1,589	
Deferred Stock Unit	<u>(4)</u>							(4)	(4)	\$5 Par Common Stock	1,203	

# **Reporting Owners**

<b>Reporting Owner Name / Address</b>	Relationships			
	Director	10% Owner	Officer	Other
HESSE DANIEL 5208 BELLEVIEW AVENUE KANSAS CITY, MD 64112	Х			
Signatures				
Christi Davis, Attorney-in-Fact	for Danie	el R.	10.00	

Hesse	10/04/2017
**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).
- One phantom stock unit is the economic equivalent of one share of The PNC Financial Services Group, Inc. ("PNC") Common Stock. (1) Phantom stock units will be settled in cash upon distribution to the reporting person and generally do not expire.

- Includes an aggregate of 3 Phantom Stock Units acquired by the reporting person as dividend equivalents under the PNC Deferred (2)Compensation Plan subsequent to the date of the reporting person's most recent filing on Form 4.
- Includes an aggregate of 9 Phantom Stock Units acquired by the reporting person as dividend equivalents under the PNC Outside (3)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

(4) 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.

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 (5) Includes an aggregate of 6 Phantom Stock Units acquired by the reporting person as dividend equivalents under the PNC Deferred Compensation Program subsequent to the date of the reporting person's most recent filing on Form 4.

#### **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.