## Edgar Filing: WARD MICHAEL J - Form 4

WARD MI Form 4	CHAEL J									
January 04,								OMB A	PPROVAL	
FORM	UNITED	STATES		RITIES A			COMMISSIO		3235-0287	
Check t if no lo subject Section Form 4	MENT OF	F CHAN	NGES IN SECUI	Expires: Estimated a burden hou response	urs per					
Form 5 obligati may con <i>See</i> Inst 1(b).	ons ntinue. Section 17(	(a) of the H	Public U	Itility Hol	ding Cor		nge Act of 1934, of 1935 or Secti 940			
(Print or Type	Responses)									
1. Name and Address of Reporting Person <u>*</u> WARD MICHAEL J			2. Issuer Name <b>and</b> Ticker or Trading Symbol PNC FINANCIAL SERVICES GROUP, INC. [PNC]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(Last) (First) (Middle) 3.			of Earliest T Day/Year) 2018	-		X_ Director 10% Owner Officer (give title Other (specify below) below)			
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)				<ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul>			
JACKSON	WILLE, FL 3220	7					Person	More than One R	eporting	
(City)	(State)	(Zip)	Tab	ole I - Non-l	Derivative	Securities A	cquired, Disposed	of, or Beneficia	lly Owned	
(Instr. 3) any		Execution	Date, if TransactionAcquired (A) or Code Disposed of (D)			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		(D) Price				
Reminder: Re	eport on a separate line	e for each cla	ass of sec	urities bene	Perso inforn requir	ns who res nation cont red to respo	or indirectly. spond to the colle ained in this forn ond unless the fo ntly valid OMB co	n are not rm	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. Number	6. Date Exercisable and	7. Title and Amount of	8. Price
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onof	Expiration Date	Underlying Securities	Derivativ
Security	or Exercise		any	Code	Derivative	(Month/Day/Year)	(Instr. 3 and 4)	Security

number.

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Securi 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>	01/02/2018		А	176		<u>(1)</u>	<u>(1)</u>	\$5 Par Common Stock	176	\$ 144. <b>6</b>
Phantom Stock Unit	<u>(1)</u>						<u>(1)</u>	<u>(1)</u>	\$5 Par Common Stock	1,598	
Deferred Stock Unit	<u>(4)</u>						<u>(4)</u>	<u>(4)</u>	\$5 Par Common Stock	1,209	

# **Reporting Owners**

Reporting Owner Name / Address	Relationships							
I O	Director	10% Owner	Officer	Other				
WARD MICHAEL J 1908 RIVER ROAD JACKSONVILLE, FL 32207	Х							
Signatures								
Christi Davis, Attorney-in-Fact	01/	04/2018						

Ward

\*\*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 10 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 Stock Units acquired by the reporting person as dividend equivalents under the PNC Directors Stock Unit 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.