Edgar Filing: WARD MICHAEL J - Form 4

| WARD MIC Form 4 | | | | | | | | | | |
|--|---|---|--|------------------------------------|----------------|--|---|---|--------------------|--|
| January 04, FORN | ЛЛ | ot a teo | SECU | | | | COMMISSIO | NT | PPROVAL | |
| | UNITED | SIAIES | | shington | | | | N OMB Number: | 3235-0287 | |
| Check t if no lor subject Section Form 4 Form 5 | to STATEN 16. or | STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES | | | | | | | | |
| obligation may con <i>See</i> Inst 1(b). | ons Section 17(| a) of the l | Public U | Itility Hol | ding Co | | 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 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) 1908 RIVER ROAD | | | | of Earliest T Day/Year) 2019 | ransactior | I | X_ Director 10% Owner Officer (give title Other (specify below) below) | | | |
| (Street) | | | 4. If Amendment, Date Original Filed(Month/Day/Year) | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person | | | |
| JACKSON | VILLE, FL 32207 | 7 | | | | | Form filed by Person | More than One R | eporting | |
| (City) | (State) | (Zip) | Tab | le I - Non-l | Derivativ | e Securities A | cquired, Disposed | of, or Beneficia | lly Owned | |
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemo Execution any (Month/Da | Date, if | Code Disposed of (D) | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | | |
| | | | | Code V | Amount | | (Instr. 3 and 4) | | | |
| Reminder: Re | port on a separate line | e for each cl | ass of sec | urities bene | - | - | - | ation of a | TEC 1474 | |
| | | | | | infor requi | mation cont red to resp | spond to the colle tained 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 | Transaction | 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) | Ac (A Di of (In | ecurit cquir () or ispos (D) nstr. (d 5) | red sed 3, 4, | | | | | (Instr. 5) |
|---------------------------|------------------------------------|------------|------------------|------------|-----------------------------|--|---------------------|---------------------|--------------------|----------------------------|--|------------|
| | | | | Code V | ' (<i>1</i> | A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Phantom Stock Unit | <u>(1)</u> | 01/02/2019 | | А | 2 | 15 | | (1) | <u>(1)</u> | \$5 Par Common Stock | 215 | \$ 118.8 |
| Phantom Stock Unit | <u>(1)</u> | | | | | | | <u>(1)</u> | <u>(1)</u> | \$5 Par Common Stock | 1,637 | |
| Deferred Stock Unit | <u>(4)</u> | | | | | | | (4) | <u>(4)</u> | \$5 Par Common Stock | 2,247 | |

Reporting Owners

| Reporting Owner Name / Address | | | | |
|---|----------|------------|---------|-------|
| I O | Director | 10% Owner | Officer | Other |
| WARD MICHAEL J 1908 RIVER ROAD JACKSONVILLE, FL 32207 | Х | | | |
| Signatures | | | | |
| Alicia G. Powell, Attorney-in-I | | 01/04/2019 | | |

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 (1)Stock. Phantom stock units will be settled in cash upon distribution to the reporting person and generally do not expire.
- Includes an aggregate of 20 Phantom Stock Units acquired by the reporting person as dividend equivalents under the PNC (2)Deferred Compensation Plan subsequent to the date of the reporting person's most recent filing on Form 4.
- Includes an aggregate of 12 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 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.

(4)

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(5) Includes an aggregate of 15 DSUs acquired by the reporting person as dividend equivalents under the Program subsequent to the date of the reporting person's most recent filing on Form 4.

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.