Juchno Stacy M.
Form 4
February 20, 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 *
Juchno Stacy M.

(Last) (First) (Middle)

THE TOWER AT PNC PLAZA, 300 FIFTH AVENUE

(Street)

PITTSBURGH, PA 15222-2707

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
02/15/2019

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Executive Vice President

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

**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) |
|---|---|---|---|---|---|---|---|---|---|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| $5 Par Common Stock | 02/15/2019 | | A(1) | | 500 | A | $ 0 | 5,227 | D | |
| $5 Par Common Stock | 02/15/2019 | | F(2) | | 143 | D | $ 124.15 | 5,084 | D | |
| $5 Par Common Stock | 02/16/2019 | | A(3) | | 293 | A | $ 0 | 5,377 | D | |
| $5 Par | 02/16/2019 | | F(4) | | 84 | D | $ | 5,293 | D | |

| | | | |
|---|---|---|---|
| Common Stock | 124.15 | | |
| $5 Par Common Stock | 91 | I | 401(k) |
| $5 Par Common Stock | 1,115 | D | |

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

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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 Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | |

# Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---|---|---|---|
| | Director | 10% Owner | Officer | Other |
| Juchno Stacy M.<br>THE TOWER AT PNC PLAZA<br>300 FIFTH AVENUE<br>PITTSBURGH, PA 15222-2707 | | | Executive Vice President | |

# Signatures

| | |
|---|---|
| Alicia G. Powell, Attorney-in-Fact for Stacy M. Juchno | 02/20/2019 |
| **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)** | On February 15, 2019, 500 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 100% based on the satisfaction of the reporting person's service requirements and the organization's risk-based performance against established criteria as of the last day of the performance year. The shares vested pursuant to an award granted on February 15, 2018, expressed as a number of share units, with payout contingent on achievement of risk-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 number of share units may be reduced (down to 0%) but may not exceed 100%. |
| **(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 15, 2019 pursuant to the award of restricted share units granted on February 15, 2018. |
| **(3)** | On February 16, 2019, 293 shares of PNC common stock vested following approval by the Committee on January 30, 2019 of a payout of 83.02% based on performance against established criteria of previously granted performance based restricted share units to the reporting person. The shares vested pursuant to an award granted on February 16, 2017, 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. |
| **(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 16, 2019 pursuant to the award of performance based restricted share units granted on February 16, 2017. |

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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