

Kozich Gregory H  
Form 4  
February 20, 2019

**FORM 4**

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

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Kozich Gregory H

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)  
THE TOWER AT PNC PLAZA, 300  
FIFTH AVENUE

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

02/15/2019

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_X\_ Officer (give title \_\_\_\_ Other (specify  
below) below)  
Controller

(Street)  
PITTSBURGH, PA 15222-2707

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  
\_\_\_\_ Form filed by More than One Reporting  
Person

(City) (State) (Zip)

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

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|---------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             |                                         | (A)<br>or<br>(D)                                                    |                                                                                                                    |                                                                      |                                                                   |
| \$5 Par<br>Common<br>Stock            | 02/15/2019                              |                                                             | A <sup>(1)</sup>                        | 669                                                                 | A \$ 0                                                                                                             | 9,892                                                                | D                                                                 |
| \$5 Par<br>Common<br>Stock            | 02/15/2019                              |                                                             | F <sup>(2)</sup>                        | 175                                                                 | D \$<br>124.15                                                                                                     | 9,717                                                                | D                                                                 |
| \$5 Par<br>Common<br>Stock            | 02/16/2019                              |                                                             | A <sup>(3)</sup>                        | 508                                                                 | A \$ 0                                                                                                             | 10,225                                                               | D                                                                 |
| \$5 Par                               | 02/16/2019                              |                                                             | F <sup>(4)</sup>                        | 145                                                                 | D \$                                                                                                               | 10,080                                                               | D                                                                 |

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Common  
Stock

124.15

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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

## Reporting Owners

| Reporting Owner Name / Address                                                              | Relationships                    |
|---------------------------------------------------------------------------------------------|----------------------------------|
|                                                                                             | Director 10% Owner Officer Other |
| Kozich Gregory H<br>THE TOWER AT PNC PLAZA<br>300 FIFTH AVENUE<br>PITTSBURGH, PA 15222-2707 | Controller                       |

## Signatures

Alicia G. Powell, Attorney-in-Fact for Gregory H.  
Kozich 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, 669 shares of The PNC Financial Services Group, Inc. ("PNC") common stock vested based on risk performance against established criteria of previously granted restricted share units to the reporting person. The shares vested pursuant to an award granted in the first quarter of 2018, expressed as a number of share units, with payout contingent on achievement of related risk 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. Prior to vesting, the number of share units and related dividend equivalents are subject to reduction based

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on risk performance criteria.

- (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 granted in the first quarter of 2018.

On February 16, 2019, 508 shares of PNC common stock vested 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 in the first quarter of

- (3) 2017, expressed as a number of share units, with payout contingent on achievement of related risk 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. Prior to vesting, the number of share units and related dividend equivalents are subject to reduction based on risk performance criteria.

- (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 granted in the first quarter of 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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