

BUNCH CHARLES E

Form 4

April 25, 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 \*  
BUNCH CHARLES E

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)

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

☒ Director ☐ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)

THE TOWER AT PNC PLAZA, 300  
FIFTH AVENUE

04/23/2019

(Street)

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

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

PITTSBURGH, PA 15222-2707

(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. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>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 Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             |                                      | (A)<br>or<br>(D)                                                           |                                                                                                                    |                                                                      |                                                                   |
|                                       |                                         |                                                             |                                      | Code V Amount (D) Price                                                    |                                                                                                                    |                                                                      |                                                                   |

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  
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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<br>Derivative | 2. Conversion | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if | 4. Transaction<br>of Derivative | 5. Number | 6. Date Exercisable and<br>Expiration Date | 7. Title and Amount of<br>Underlying Securities | 8. Price |
|---------------------------|---------------|-----------------------------------------|----------------------------------|---------------------------------|-----------|--------------------------------------------|-------------------------------------------------|----------|
|---------------------------|---------------|-----------------------------------------|----------------------------------|---------------------------------|-----------|--------------------------------------------|-------------------------------------------------|----------|

# Edgar Filing: BUNCH CHARLES E - Form 4

| Security<br>(Instr. 3)    | or Exercise<br>Price of<br>Derivative<br>Security | any<br>(Month/Day/Year) | Code<br>(Instr. 8) | Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | (Month/Day/Year) | (Instr. 3 and 4) | Securi<br>(Instr.   |                    |                            |                                     |    |
|---------------------------|---------------------------------------------------|-------------------------|--------------------|-----------------------------------------------------------------------------------|------------------|------------------|---------------------|--------------------|----------------------------|-------------------------------------|----|
|                           |                                                   |                         | Code               | V                                                                                 | (A)              | (D)              | Date<br>Exercisable | Expiration<br>Date | Title                      | Amount<br>or<br>Number<br>of Shares |    |
| Deferred<br>Stock<br>Unit | (1)                                               | 04/23/2019              | A                  |                                                                                   | 1,080            |                  | (1)                 | (1)                | \$5 Par<br>Common<br>Stock | 1,080                               | \$ |
| Phantom<br>Stock<br>Unit  | (3)                                               |                         |                    |                                                                                   |                  |                  | (3)                 | (3)                | \$5 Par<br>Common<br>Stock | 20,450                              |    |

## Reporting Owners

| Reporting Owner Name / Address                                                             | Relationships                    |
|--------------------------------------------------------------------------------------------|----------------------------------|
|                                                                                            | Director 10% Owner Officer Other |
| BUNCH CHARLES E<br>THE TOWER AT PNC PLAZA<br>300 FIFTH AVENUE<br>PITTSBURGH, PA 15222-2707 | X                                |

## Signatures

Alicia G. Powell, Attorney-in-Fact for Charles E.  
Bunch 04/25/2019

\_\_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).

- 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 one share of The PNC Financial Services Group, Inc. ("PNC") common stock, or in limited circumstances cash equal to the fair market value of one share of PNC common stock on the payment determination date, pursuant to the terms of the Program.
- (1) Includes an aggregate of 50 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.
  - (2) One phantom stock unit is the economic equivalent of one share of PNC common stock. Phantom stock units will be settled in cash upon distribution to the reporting person and generally do not expire.
  - (3) Includes an aggregate of 538 phantom stock units acquired by the reporting person as dividend equivalents under the PNC Outside Directors Deferred Stock Unit Plan 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.

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