Instruction 1(b)

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

/ashington,	D.C.	20549
vasimigton,	D.O.	20070

STATEMENT	OF	CHANGES	IN BENEFIC	IAL	OWNERS	HIP

OMB APPROVAL				
OMB Number: 3235-0287				
Estimated average burden				
hours per response:	0.5			

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940 2. Issuer Name and Ticker or Trading Symbol 5. Relationship of Reporting Person(s) to Issuer 1. Name and Address of Reporting Person (Check all applicable) PRINCIPAL FINANCIAL GROUP INC Auerbach Jonathan Director X 10% Owner PFG] Officer (give title Other (specify (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) below) below) (Last) 03/28/2024 711 HIGH STREET 4. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) (Street) Form filed by One Reporting Person **DES MOINES** 50392 Form filed by More than One Reporting Person (City) (State) (Zip) Rule 10b5-1(c) Transaction Indication Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10. Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 2. Transaction Date 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 1. Title of Security (Instr. 3) 2A. Deemed 5. Amount of Securities 6. Ownership Form: Direct 7. Nature 3. Transaction Execution Date of Indirect (Month/Day/Year) if any (Month/Day/Year) Beneficially Owned Following (D) or Indirect Beneficial Code (Instr. 8) (I) (Instr. 4) Ownership Reported (Instr. 4) (A) or (D) Code Price Amount (Instr. 3 and 4) 03/28/2024 Common Stock A 126 **\$0**⁽¹⁾ 14,255 D Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 5. Number 6. Date Exercisable and 7. Title and 9. Number of 11. Nature 1. Title of 3. Transaction 3A. Deemed 8. Price of 10. Expiration Date (Month/Day/Year) Derivative Derivative Conversion **Execution Date** Transaction Amount of derivative Ownership of Indirect Security (Instr. 3) or Exercise Price of (Month/Day/Year) Derivative Securities Form: Direct (D) Beneficial Code (Instr. Security Securities if any (Month/Day/Year) Underlying Beneficially 8) Securities (Instr. 5) Ownership Acquired (A) or Disposed Derivative Security (Instr. 3 and 4) Derivative Security Owned Following or Indirect (I) (Instr. 4) (Instr. 4) Reported of (D) Transaction(s) (Instr. 3, 4 (Instr. 4) and 5) Amount Number Date Expiration ν (A) (D) Title Shares

Exercisable

Explanation of Responses:

1. Grant of restricted stock units

Chris Agbe-Davies as 04/01/2024 Attorney-in-Fact

** Signature of Reporting Person Date

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

- * 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).

Code

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.