FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington,	D.C.	20549	

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL							
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Name and Address of Reporting Person* Muruzabal Claudio				2. Issuer Name and Ticker or Trading Symbol PRINCIPAL FINANCIAL GROUP INC PFG]								(Che	eck all app X Direc	tionship of Reporting all applicable) Director		10% Ov			
(Last)	(Fir H STREET	,	Middle)			3. Date of Earliest Transaction (Month/Day/Year) 12/20/2023								Officer (give title below)		below)	респу		
(Street) DES MC	DINES IA	5	0392		4. If A	4. If Amendment, Date of Original Filed (Month/Day/Year)							Line	e) X Form Form	ridual or Joint/Group Filing (Check Applicable Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City)	(St	ate) (Z	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.							ided to							
		Table	I - Nor	n-Deriva	tive S	Secu	rities	Acq	uired,	Dis	posed of	, or I	3ene	ficia	lly Own	ed			
1. Title of Security (Instr. 3) 2. Transac Date (Month/Da			Execution Da		Date,	Transaction Code (Instr.		4. Securities Acquired (ADisposed Of (D) (Instr. 3)		, 4 and Securi Benefi Owned		ities Folicially (D		: Direct Indirect str. 4)	7. Nature of Indirect Beneficial Ownership				
								Code	v	Amount	(A) (D)	or F	Price	Transa	Reported Transaction(s) (Instr. 3 and 4)			(Instr. 4)	
Common Stock 12/2			12/20/	/2023		A		66	1	A	\$0 ⁽¹⁾		5,511		D				
	Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)																		
1. Title of Derivative Security 1. Title of Conversion or Exercise Price of Derivative Security 1. Title of Conversion or Exercise Price of Derivative Security 2. Conversion Date (Month/Day/Year) 3. Transaction Date Execution Date if any (Month/Day/Year)		on Date,	4. Transaction Code (Instr. 8)		of Deriv	r osed) r. 3, 4	Expiration Da (Month/Day/Yo		te	7. Title and Amount of Securities Underlying Derivative Security (Insti 3 and 4)		str.	3. Price of Derivative Security Instr. 5)	9. Number derivative Securities Beneficiall Owned Following Reported Transactio (Instr. 4)	y [1]	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)		
					Code	v	(A)	(D)	Date Exercis	able	Expiration Date	Title	or Numb of Share						

Explanation of Responses:

1. Grant of restricted stock units.

Chris Agbe-Davies as 12/22/2023 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).

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.