FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

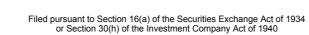
Washington, D.C. 20549

OMB APPROVAL 3235-0287 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP Estimated average burden

hours per response:

0.5

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



Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-

1(c). S	ee Instruction	10.																
1. Name and Address of Reporting Person* McCullum Kenneth A.					2. Issuer Name and Ticker or Trading Symbol PRINCIPAL FINANCIAL GROUP INC								5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner					
					PFG]								1	0.000 / 1. 1.11			Other (:	
(Last) (First) (Middle) 711 HIGH STREET					3. Date of Earliest Transaction (Month/Day/Year) 09/04/2024										VP - Chie	f Ris	, ,	
(Street) DES MOINES IA 50392				4. If A	4. If Amendment, Date of Original Filed (Month/Day/Year)							6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person						
(City)	(Si	rate) (Z	Zip)											Form Perso		re tha	an One Rep	orting
		Table	I - Nor	n-Deriva	tive S	ecui	rities Acq	uired,	Disp	osed of	, or Be	nefi	cially	Own	ed			
1. Title of Security (Instr. 3) 2. Transac Date (Month/Da					Execution E ay/Year) if any		ution Date,	3. Transaction Code (Instr. 8)		4. Securities Acquired (A Disposed Of (D) (Instr. 3 5)		red (A) str. 3,	, 4 and Sec Ben Owi		ially Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership
								Code	v	Amount	(A) or (D)	Pri	се	Reported Transaction(s) (Instr. 3 and 4)				(Instr. 4)
Common Stock 09/04/2					2024			D		673(1)	D	\$	31.5	33	,925(2)		D	
	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			Transaction of Code (Instr. 8) Sec Acc (A) Discord (Instr. 9)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Expirati (Month/	on Dat		7. Title and Amount of Securities Underlying Derivative Security (Ins 3 and 4)		Derivative Security (Instr. 5)		9. Number derivative Securities Beneficiall Owned Following Reported Transactio (Instr. 4)	у	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	

Date Exercisable

Expiration Date

Explanation of Responses:

- 1. The sales reported were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on March 8,2024.
- 2. Includes 28 shares acquired pursuant to the Principal Financial Group, Inc. Employee Stock Purchase Plan.

Chris Agbe-Davies as Attorney-in-Fact

Title

Amount or Number

of Shares

09/05/2024

** 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.

(D)

(A)