SEC Form 4

FORM 4

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

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

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obligations may continue. See Instruction 1(b).		Filed	Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934			hours per response:	
			or Section 30(h) of the Investment Company Act of 1940				
	1. Name and Address of Reporting Person [*] <u>McCullum Kenneth A.</u>		2. Issuer Name and Ticker or Trading Symbol PRINCIPAL FINANCIAL GROUP INC FFG]		all applicab Director Officer (giv	10% Ov	
(Last)) (First) HIGH STREET	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 09/29/2023		below)	below) & Chief Risk Officer	
			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applica Line)			

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHI

below) & Chief Risk Officer oint/Group Filing (Check Applicable (Street) Form filed by One Reporting Person Х DES MOINES IA 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 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 1. Title of Security (Instr. 3) 2. Transaction 2A. Deemed 5. Amount of 6. Ownership 7. Nature 3 Transaction Code (Instr. Securities Beneficially Form: Direct (D) or Indirect of Indirect Beneficial Date Execution Date, (Month/Day/Year) if any 5) (Month/Day/Year) 8) Owned Following (I) (Instr. 4) Ownership Reported (Instr. 4) Transaction(s) (A) or (D) Price Code v Amount (Instr. 3 and 4) 09/29/2023 **\$0**⁽¹⁾ Common Stock A 111 Α 29,458(2) D Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 1. Title of 3. Transaction 3A. Deemed 5. Number 6. Date Exercisable and 7. Title and 8. Price of 9. Number of 10. 11. Nature Execution Date, Expiration Date (Month/Day/Year) of Indirect Derivative Conversion Date (Month/Day/Year) Transaction Amount of Derivative derivative Ownership Derivative Security or Exercise if any Code (Instr. Securities Security Securities Form: Beneficial Ownership (Instr. 4) Price of Derivative Securities Acquired Underlying Derivative Beneficially Owned Direct (D) or Indirect (Instr. 3) (Month/Day/Year) 8) (Instr. 5) (A) or Disposed of (D) (I) (Instr. 4) Security Security (Instr. Following 3 and 4) Reported Transaction(s) (Instr. 3, 4 and 5) (Instr. 4) Amount or Number Date Expiration of v (A) (D) Title Code Exercisable Date Shares Explanation of Responses:

1. Grant of restricted stock units.

2. Includes an accumulative total of 27 shares acquired pursuant to the Principal Financial Group, Inc. Employee Stock Purchase Plan.

Chris Agbe-Davies as Attorney-in-Fact

10/03/2023

** 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.

Check this box if no longer subject