

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

1. Name and Address of Reporting Person* <u>Houston Daniel Joseph</u> (Last) (First) (Middle) 711 HIGH STREET (Street) DES MOINES IA 50392 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>PRINCIPAL FINANCIAL GROUP INC [PFG]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chairman, President & CEO</u>
	3. Date of Earliest Transaction (Month/Day/Year) 10/04/2022	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	10/04/2022		A		70,210	A	\$51.33	184,871	D	
Common Stock	10/04/2022		A		130,926	A	\$37.38	315,797	D	
Common Stock	10/04/2022		D		17,819 ⁽¹⁾	D	\$77.05 ⁽²⁾	297,978	D	
Common Stock	10/04/2022		D		121,805 ⁽¹⁾	D	\$78.06 ⁽³⁾	176,173	D	
Common Stock	10/04/2022		D		61,512 ⁽¹⁾	D	\$78.75 ⁽⁴⁾	114,661	D	
Common Stock	10/05/2022		A		93,539	A	\$37.38	208,200	D	
Common Stock	10/05/2022		D		93,539 ⁽¹⁾	D	\$78.06 ⁽⁵⁾	114,661	D	
Common Stock								45,823	I	By Trust ⁽⁶⁾
Common Stock								125,000	I	By Trust ⁽⁷⁾
Common Stock								3,745	I	By 401(k) Plan

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	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Employee Stock Option (Right to Buy)	\$51.33	10/04/2022		M			23,403	02/23/2016	02/23/2025	Common Stock 23,403	\$51.33	0	D	
Employee Stock Option (Right to Buy)	\$51.33	10/04/2022		M			23,403	02/23/2017	02/23/2025	Common Stock 23,403	\$51.33	0	D	
Employee Stock Option (Right to Buy)	\$51.33	10/04/2022		M			23,404	02/23/2018	02/23/2025	Common Stock 23,404	\$51.33	0	D	
Employee Stock Option (Right to Buy)	\$37.38	10/04/2022		M			43,642	02/22/2017	02/22/2026	Common Stock 43,642	\$37.38	31,179	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	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option (Right to Buy)	\$37.38	10/04/2022		M			43,642	02/22/2018	02/22/2026	Common Stock	43,642	\$37.38	31,180	D	
Employee Stock Option (Right to Buy)	\$37.38	10/04/2022		M			43,642	02/22/2019	02/22/2026	Common Stock	43,642	\$37.38	31,180	D	
Employee Stock Option (Right to Buy)	\$37.38	10/05/2022		M			31,179	02/22/2017	02/22/2026	Common Stock	31,179	\$37.38	0	D	
Employee Stock Option (Right to Buy)	\$37.38	10/05/2022		M			31,180	02/22/2018	02/22/2026	Common Stock	31,180	\$37.38	0	D	
Employee Stock Option (Right to Buy)	\$37.38	10/05/2022		M			31,180	02/22/2019	02/22/2026	Common Stock	31,180	\$37.38	0	D	

Explanation of Responses:

1. Pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on August 25, 2022.

2. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$76.50 to \$77.48, inclusive. The reporting person undertakes to provide Principal Financial Group, Inc., any security holder of Principal Financial Group, Inc., or the staff of the Securities Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

3. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$77.50 to \$78.49, inclusive. The reporting person undertakes to provide Principal Financial Group, Inc., any security holder of Principal Financial Group, Inc., or the staff of the Securities Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

4. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$78.50 to \$79.11, inclusive. The reporting person undertakes to provide Principal Financial Group, Inc., any security holder of Principal Financial Group, Inc., or the staff of the Securities Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

5. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$77.66 to \$78.51, inclusive. The reporting person undertakes to provide Principal Financial Group, Inc., any security holder of Principal Financial Group, Inc., or the staff of the Securities Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

6. Joan M. Houston 2021 Trust.

7. Daniel J. Houston 2019 DGT Exempt Trust.

Clint Woods

10/06/2022

** 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.

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