FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL											
OMB Number:	3235-0287										
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(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*  GELATT DANIEL							2. Issuer Name and Ticker or Trading Symbol PRINCIPAL FINANCIAL GROUP INC PFG ]								oplicable) ector	10% Owner		
(Last) (First) (Middle) 711 HIGH STREET							3. Date of Earliest Transaction (Month/Day/Year) 05/21/2019										(specify /)	
(Street) DES MOINES IA 50392 (City) (State) (Zip)						4. If Amendment, Date of Original Filed (Month/Day/Year)									ividual or Joint/Group Filing (Check Applicable  Form filed by One Reporting Person  Form filed by More than One Reporting  Person			
	Tab	le I - Noi	n-Deriv	ative	Se	curitie	s Acc	quired,	Dis	osed o	f, or	Bene	ficia	lly Owr	ned			
Date						Execution	recution Date, any							Secu Bene Own	rities eficially ed Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership	
								Code	v	Amount (A) or (D)		Price	Tran	saction(s)		(Instr. 4)		
Stock		1/2019	′2019			A		2,982		A	\$ <mark>0</mark>	1)	142,867	D				
	Т													Owne	d			
of ive Conversion of Exercise Price of Derivative Security  3. Transaction Date (Month/Day/Year)  (Month/Day/Year)  3. Transaction Execution Date if any (Month/Day/Year)			Date,		ransaction of Derivative Securities Acquired (A) or Disposed of (D)			Expiration Date Am (Month/Day/Year) Set Un Det Set				Amour		Derivative Security	derivative Securities Beneficially Owned Following Reported	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
	H STREE  OINES  Conversion or Exercis Price of Derivative	(First) H STREET  DINES IA  (State)  Tab  Security (Instr. 3)  Stock  2. Conversion or Exercise Price of Derivative (Month/Day/Year)	(First) (Middle) H STREET  DINES IA 50392  (State) (Zip)  Table I - Note that the state of the s	(First) (Middle)  H STREET  DINES IA 50392  (State) (Zip)  Table I - Non-Derive Conversion or Exercise Price of Derivative  STANDARD STANDARD SALE (Month/Day/Year)  2. Tansaction Date (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  (Month/Day/Year)	(First) (Middle)  H STREET  OINES IA 50392  (State) (Zip)  Table I - Non-Derivative (Month/Day/Year)  Stock  Table II - Derivative S (e.g., puts, of Conversion or Exercise Price of Derivative (Month/Day/Year)  2. (Conversion or Exercise Price of Derivative (Month/Day/Year)  Stock  A. If  A. If	PRINCE  (First) (Middle)  H STREET  (State) (Zip)  Table I - Non-Derivative Secunity (Instr. 3)  Stock  2. Transaction Date (Month/Day/Year)  Table II - Derivative Secunity (e.g., puts, calls of Derivative Secunity (Month/Day/Year)  2. Conversion or Exercise Price of Derivative Secunity (Month/Day/Year)  (Month/Day/Year)  3. Transaction Date (Execution Date, if any (Month/Day/Year) (Month/Day/Year)  (Month/Day/Year)  3. Date of O5/21/2  4. If American (Month/Day/Year)  2. Transaction Date (Execution Date, if any (Month/Day/Year) (Month/Day/Year)  3. Date of O5/21/2  4. If American (Month/Day/Year)	(First) (Middle)  H STREET  (State) (Zip)  Table I - Non-Derivative Securities (Month/Day/Year)  Stock  Table II - Derivative Securities (e.g., puts, calls, warr.  2. Transaction Date (Month/Day/Year)  Stock  Table II - Derivative Securities (e.g., puts, calls, warr.  3. Transaction Date (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)	TDANIEL  (First) (Middle)  H STREET  (State) (Zip)  Table I - Non-Derivative Securities Acque (Month/Day/Year)  Stock  Table II - Derivative Securities Acque (e.g., puts, calls, warrants, fi any (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  Stock  Table II - Derivative Securities Acque (e.g., puts, calls, warrants, fi any (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  5. Number Oberivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4	PRINCIPAL FINANCI   PFG	PRINCIPAL FINANCIAL   PFG	PRINCIPAL FINANCIAL GROUPFG ]  (First) (Middle)  H STREET  3. Date of Earliest Transaction (Month/Day/Year) 05/21/2019  4. If Amendment, Date of Original Filed (Month/Day/Year) 1	PRINCIPAL FINANCIAL GROUP IN PFG   3. Date of Earliest Transaction (Month/Day/Year) 05/21/2019   4. If Amendment, Date of Original Filed (Month/Day/Year) 05/21/2019   4. If Amendment, Date of Original Filed (Month/Day/Year) 1. Table I - Non-Derivative Securities Acquired, Disposed of, or Security (Instr. 3)   Date (Month/Day/Year)   2. Transaction Date (Month/Day/Year)   2. Transaction (Month/Day/Year)   2. Transaction Date (Month/Day/Year)   2. Transaction (Month/Day/Year)   3. Transaction (Month/Day/Year)   4. Securities Acquired, Disposed of, or Be (e.g., puts, calls, warrants, options, convertible securities Price of Date (Month/Day/Year)   3. Transaction Date (Month/Day/Year)   3. Transaction Date (Month/Day/Year)   5. Number of Date (Month/Day/Year)   6. Date Exercisable and Execution Date, (Month/Day/Year)   7. Title Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 5)   4. Securities Acquired (Month/Day/Year)   7. Title Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 5)   4. Securities Acquired (Month/Day/Year)   7. Title Derivative Securities Acquired (Month/Day/Year)   7. Title Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)   7. Title Derivative Securities Acquired (Month/Day/Year)   7. Ti	PRINCIPAL FINANCIAL GROUP INC   PFG	PRINCIPAL FINANCIAL GROUP INC [ PFG ]  3. Date of Earliest Transaction (Month/Day/Year)  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficial Execution Date (Month/Day/Year)  (Month/Day/Year)  Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 5)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially (e.g., puts, calls, warrants, options, convertible securities)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially (e.g., puts, calls, warrants, options, convertible securities)  2. Transaction Date (e.g., puts, calls, warrants, options, convertible securities)  Table II - Derivative Securities Acquired (A) or Derivative Securities Acquired (Month/Day/Year)  A	PRINCIPAL FINANCIAL GROUP INC   Check all ax	PRINCIPAL FINANCIAL GROUP INC   Check all applicable)   X Director Officer (give title below)   Check all applicable)   Check all applicable)   X Director Officer (give title below)   Check all applicable)   Check all applicable)   X Director Officer (give title below)   Check all applicable)   X Director Officer (	PRINCIPAL FINANCIAL GROUP INC   Check all applicable   X Director   10% officer (give title below   10% officer (give title	

## Explanation of Responses:

Grant of restricted stock units.

## Remarks:

<u>Patrick A. Kirchner, by Power</u> <u>of Attorney</u>

05/23/2019

\*\* Signature of Reporting Person

Date

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

- $^{\star}$  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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